MARVEL® COMICS GROUP
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BEGINNING SEPT. 12th ON NBC
SPIDER-MAN AND HIS AMAZING FRIENDS!

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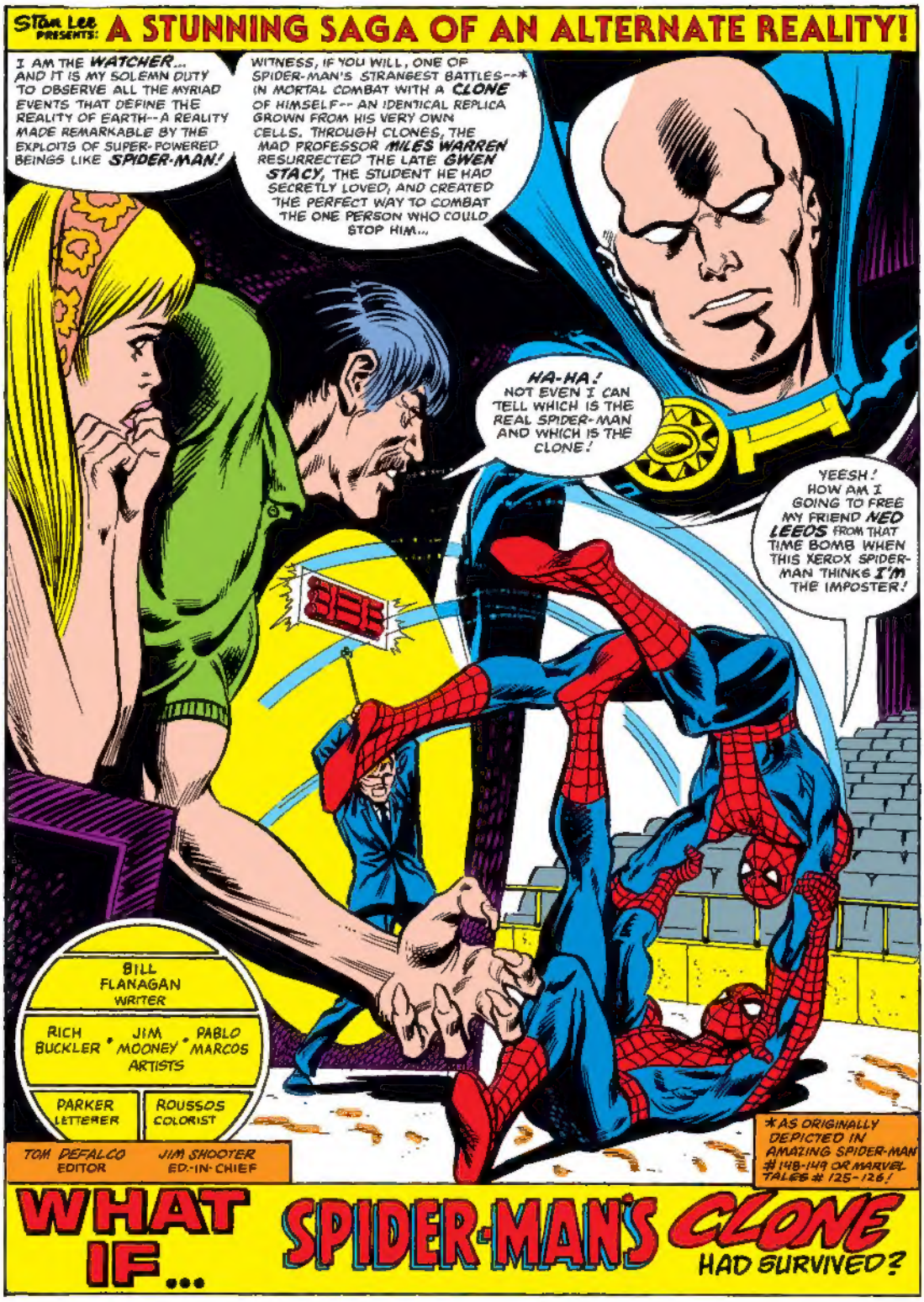
WHAT IF™ SPIDER-MAN'S® CLONE LIVED?

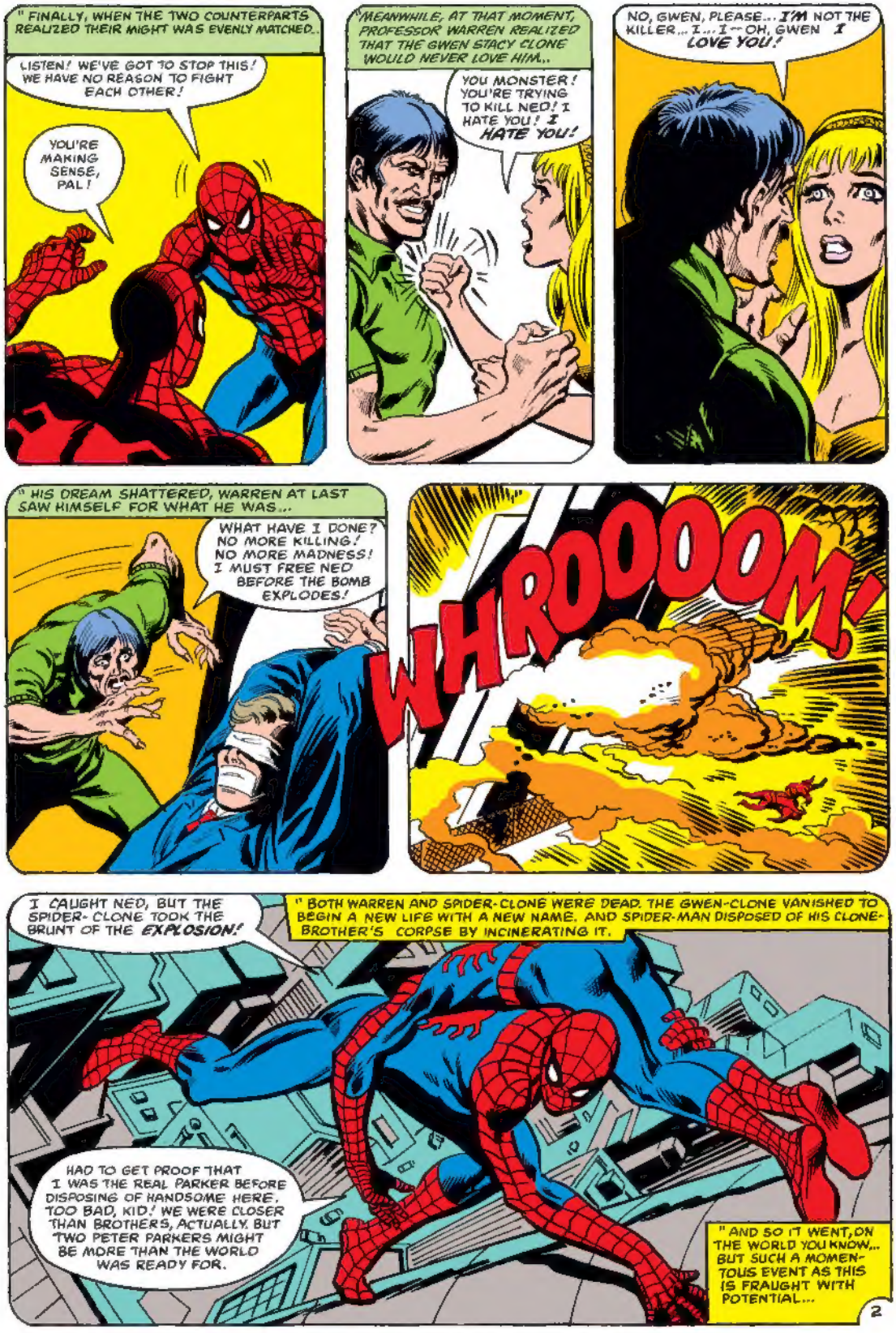
THIS WORLD'S NOT BIG ENOUGH FOR TWO SPIDER-MEN! YOU MAY BE THE REAL THING--

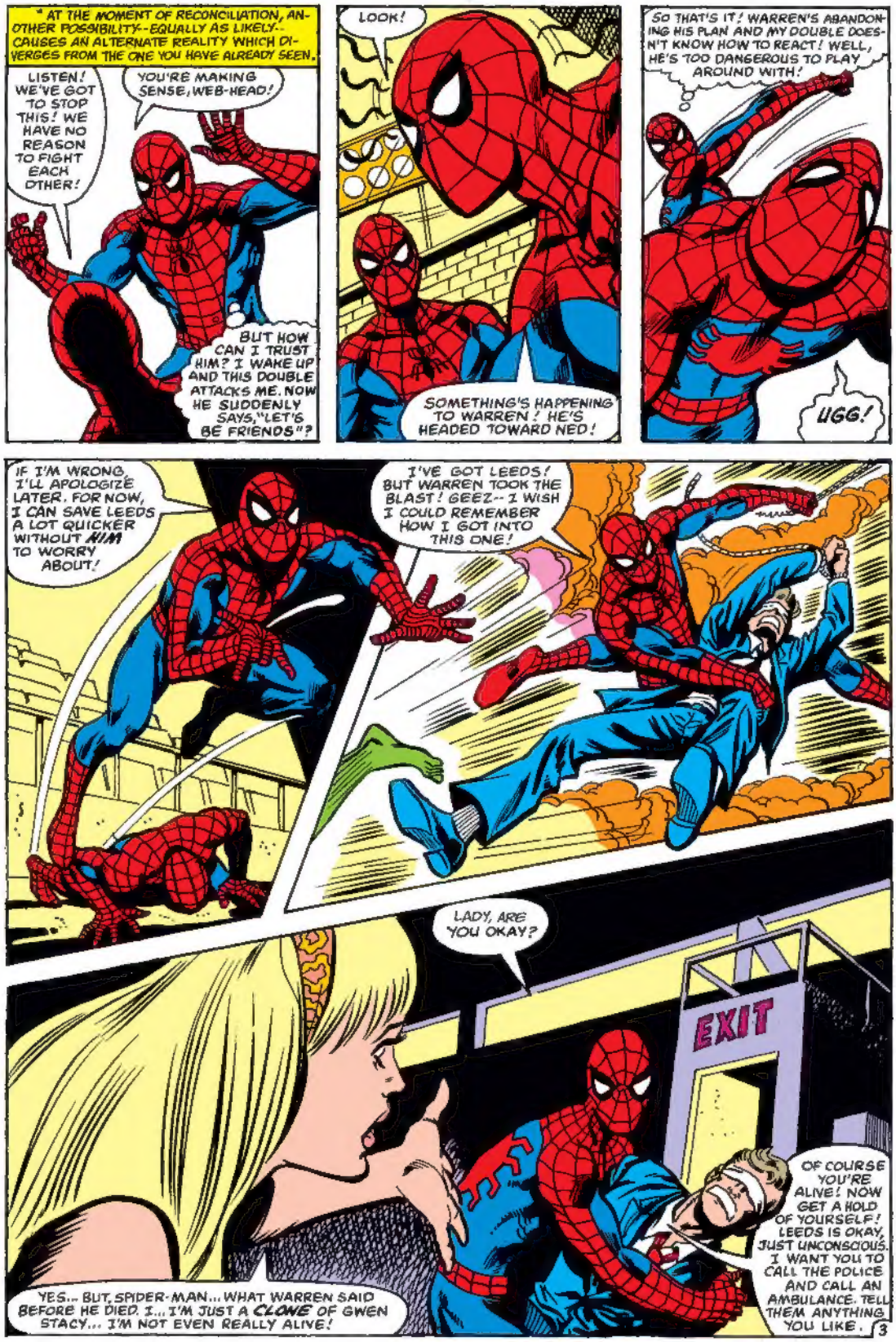
--BUT YOU'LL *NEVER* ESCAPE THIS CRYOGENIC TUBE!

BOB LAYTON

PLUS! AN UNTOLD TALE OF THE INHUMANS!


STAN LEE PRESENTS: A STUNNING SAGA OF AN ALTERNATE REALITY!
I AM THE WATCHER... AND IT IS MY SOLEMN DUTY TO OBSERVE ALL THE MYRIAD EVENTS THAT DEFINE THE REALITY OF EARTH--A REALITY MADE REMARKABLE BY THE EXPLOITS OF SUPER-POWERED BEINGS LIKE SPIDER-MAN!
WITNESS, IF YOU WILL, ONE OF SPIDER-MAN'S STRANGEST BATTLES--* IN MORTAL COMBAT WITH A CLONE OF HIMSELF-- AN IDENTICAL REPLICA GROWN FROM HIS VERY OWN CELLS. THROUGH CLONES, THE MAD PROFESSOR MILES WARREN RESURRECTED THE LATE GWEN STACY, THE STUDENT HE HAD SECRETLY LOVED, AND CREATED THE PERFECT WAY TO COMBAT THE ONE PERSON WHO COULD STOP HIM...
HA-HA! NOT EVEN I CAN TELL WHICH IS THE REAL SPIDER-MAN AND WHICH IS THE CLONE!
YEESH! HOW AM I GOING TO FREE MY FRIEND NED LEEDS FROM THAT TIME BOMB WHEN THIS XEROX SPIDER-MAN THINKS I'M THE IMPOSTER!
BILL FLANAGAN WRITER
RICH BUCKLER • JIM MOONEY • PABLO MARCOS ARTISTS
PARKER LETTERER
ROUSSOS COLORIST
TOM DEFALCO EDITOR
JIM SHOOTER ED.-IN-CHIEF
*AS ORIGINALLY DEPICTED IN AMAZING SPIDER-MAN #148-149 OR MARVEL TALES #125-126!
WHAT IF... SPIDER-MAN'S CLONE HAD SURVIVED?

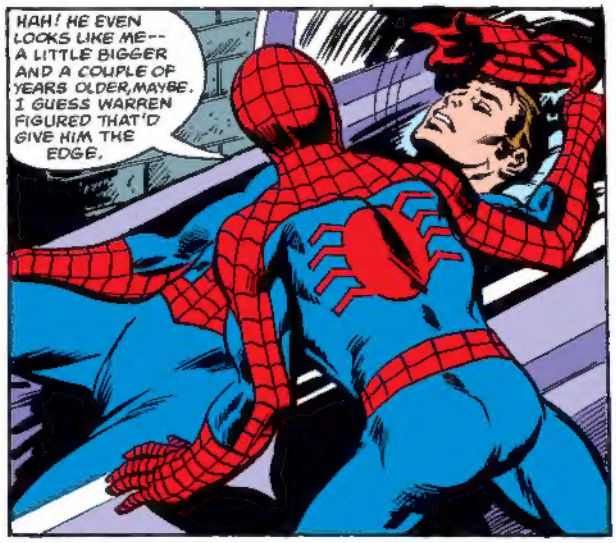

" FINALLY, WHEN THE TWO COUNTERPARTS REALIZED THEIR MIGHT WAS EVENLY MATCHED..
LISTEN! WE'VE GOT TO STOP THIS! WE HAVE NO REASON TO FIGHT EACH OTHER!
YOU'RE MAKING SENSE, PAL!
MEANWHILE, AT THAT MOMENT, PROFESSOR WARREN REALIZED THAT THE GWEN STACY CLONE WOULD NEVER LOVE HIM...
YOU MONSTER! YOU'RE TRYING TO KILL NED! I HATE YOU! I HATE YOU!
NO, GWEN, PLEASE... I'M NOT THE KILLER... I... I -- OH, GWEN I LOVE YOU!
" HIS DREAM SHATTERED, WARREN AT LAST SAW HIMSELF FOR WHAT HE WAS...
WHAT HAVE I DONE? NO MORE KILLING! NO MORE MADNESS! I MUST FREE NED BEFORE THE BOMB EXPLODES!
WHROOOOOM!
I CAUGHT NED, BUT THE SPIDER-CLONE TOOK THE BRUNT OF THE EXPLOSION!
" BOTH WARREN AND SPIDER-CLONE WERE DEAD. THE GWEN-CLONE VANISHED TO BEGIN A NEW LIFE WITH A NEW NAME. AND SPIDER-MAN DISPOSED OF HIS CLONE-BROTHER'S CORPSE BY INCINERATING IT.
HAD TO GET PROOF THAT I WAS THE REAL PARKER BEFORE DISPOSING OF HANDSOME HERE. TOO BAD, KID! WE WERE CLOSER THAN BROTHERS, ACTUALLY. BUT TWO PETER PARKERS MIGHT BE MORE THAN THE WORLD WAS READY FOR.
" AND SO IT WENT, ON THE WORLD YOU KNOW... BUT SUCH A MOMENTOUS EVENT AS THIS IS FRAUGHT WITH POTENTIAL...

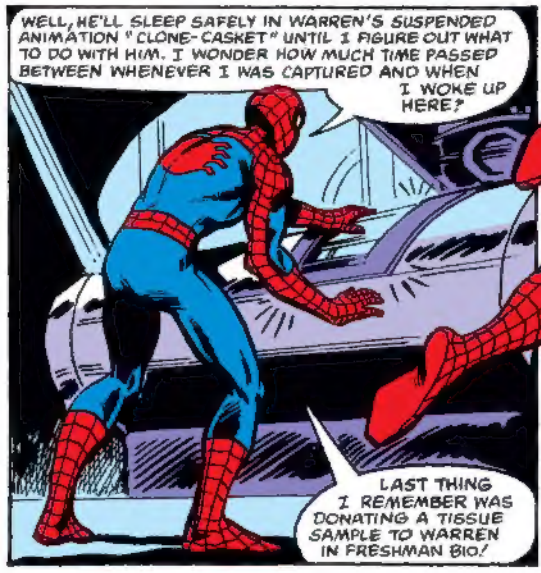

* AT THE MOMENT OF RECONCILIATION, ANOTHER POSSIBILITY--EQUALLY AS LIKELY--CAUSES AN ALTERNATE REALITY WHICH DIVERGES FROM THE ONE YOU HAVE ALREADY SEEN.
LISTEN! WE'VE GOT TO STOP THIS! WE HAVE NO REASON TO FIGHT EACH OTHER!
YOU'RE MAKING SENSE, WEB-HEAD!
BUT HOW CAN I TRUST HIM? I WAKE UP AND THIS DOUBLE ATTACKS ME. NOW HE SUDDENLY SAYS, "LET'S BE FRIENDS"?
LOOK!
SOMETHING'S HAPPENING TO WARREN! HE'S HEADED TOWARD NED!
SO THAT'S IT! WARREN'S ABANDONING HIS PLAN AND MY DOUBLE DOESN'T KNOW HOW TO REACT! WELL, HE'S TOO DANGEROUS TO PLAY AROUND WITH!
UGG!
IF I'M WRONG, I'LL APOLOGIZE LATER. FOR NOW, I CAN SAVE LEEDS A LOT QUICKER WITHOUT HIM TO WORRY ABOUT!
I'VE GOT LEEDS! BUT WARREN TOOK THE BLAST! GEEZ-- I WISH I COULD REMEMBER HOW I GOT INTO THIS ONE!
LADY, ARE YOU OKAY?
EXIT
OF COURSE YOU'RE ALIVE! NOW GET A HOLD OF YOURSELF! LEEDS IS OKAY, JUST UNCONSCIOUS. I WANT YOU TO CALL THE POLICE AND CALL AN AMBULANCE. TELL THEM ANYTHING YOU LIKE.
YES... BUT, SPIDER-MAN... WHAT WARREN SAID BEFORE HE DIED. I... I'M JUST A CLONE OF GWEN STACY... I'M NOT EVEN REALLY ALIVE!

I'VE GOT TO FIGURE OUT WHAT TO DO WITH THIS OTHER SPIDER-MAN BEFORE HE WAKES UP!

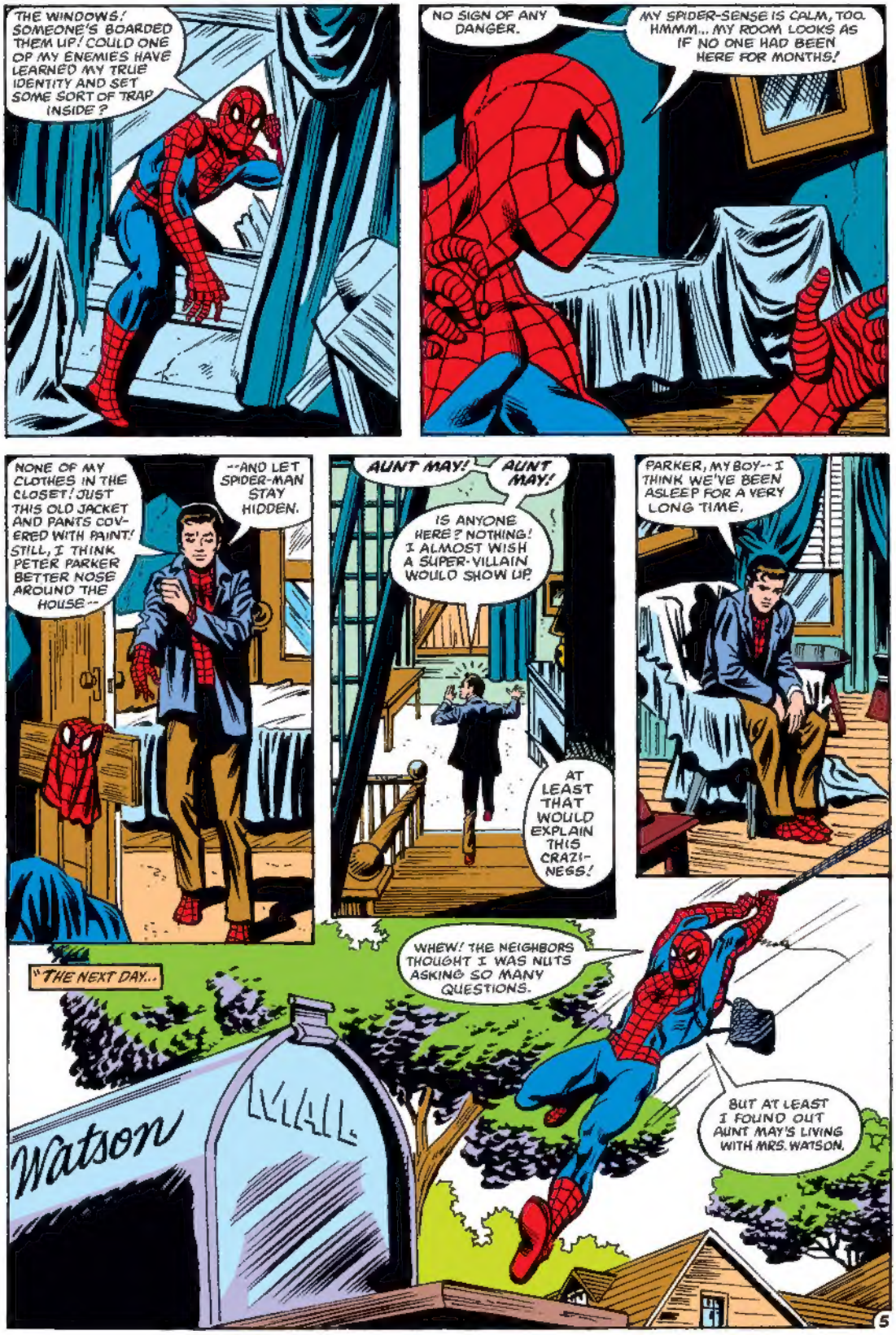
BUT... BUT HOW DO YOU KNOW HE'S NOT THE REAL-- HE CAN'T HEAR ME!

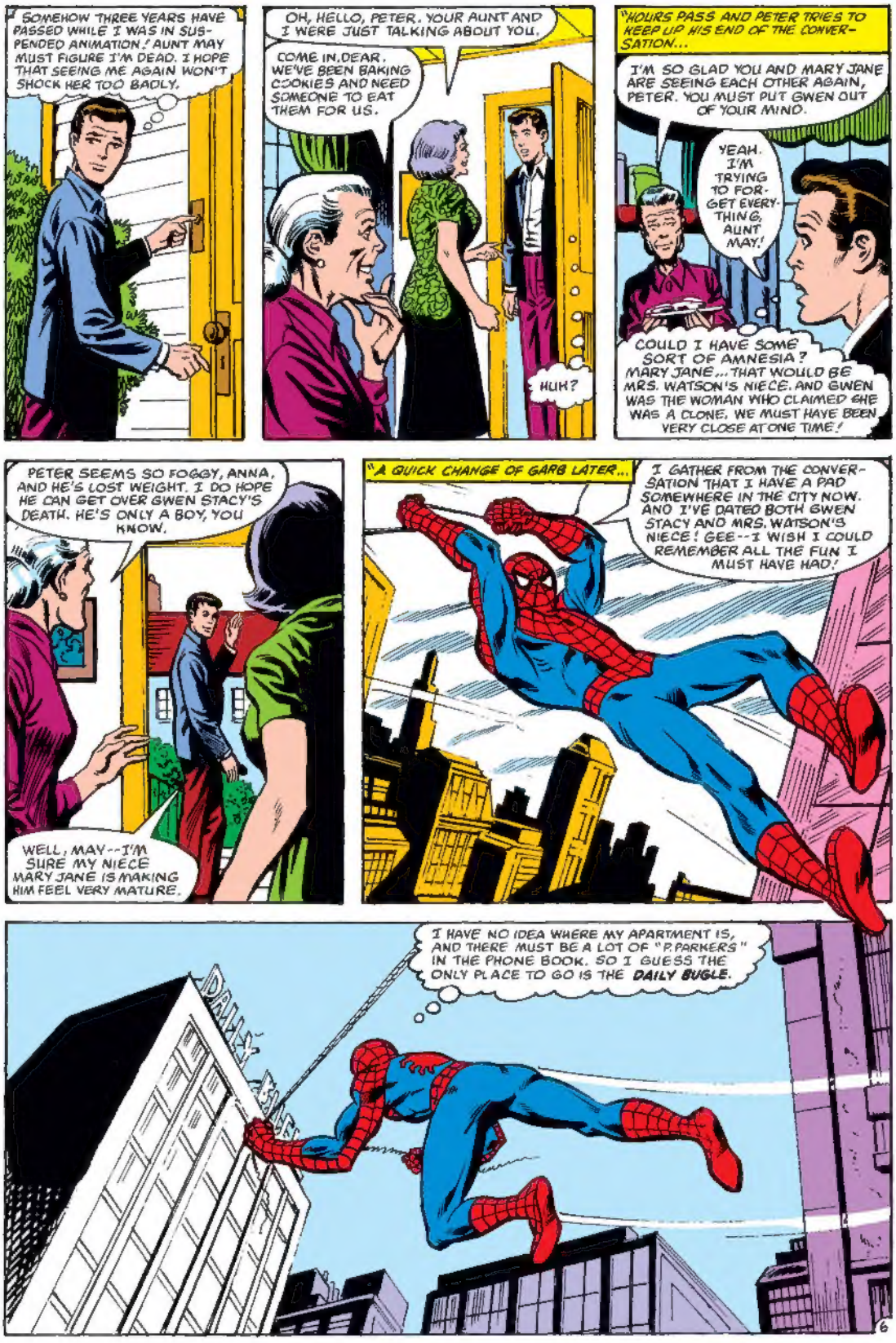
SOON, IN PROFESSOR WARREN'S LABORATORY...
HMM... SLEEPY BOY IS COMING AROUND. IT'S A GOOD THING I REMEMBERED WARREN'S HIDE-OUT. I CAN PUT THIS PSEUDO-PARKER ON ICE FOR A WHILE.

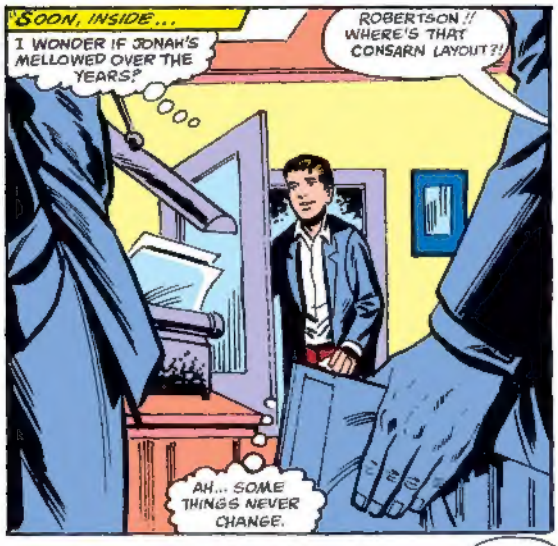

HAH! HE EVEN LOOKS LIKE ME-- A LITTLE BIGGER AND A COUPLE OF YEARS OLDER, MAYBE. I GUESS WARREN FIGURED THAT'D GIVE HIM THE EDGE.


WELL, HE'LL SLEEP SAFELY IN WARREN'S SUSPENDED ANIMATION "CLONE-CASKET" UNTIL I FIGURE OUT WHAT TO DO WITH HIM. I WONDER HOW MUCH TIME PASSED BETWEEN WHENEVER I WAS CAPTURED AND WHEN I WOKE UP HERE?
LAST THING I REMEMBER WAS DONATING A TISSUE SAMPLE TO WARREN IN FRESHMAN BIO!

"SOON, OVER FOREST HILLS...
HMM. NO SIGN OF LIFE AROUND THE OLD HOUSE. I HOPE AUNT MAY HASN'T BEEN TOO WORRIED ABOUT ME.
SHE'S STILL PRETTY WEAK FROM A RECENT HEART ATTACK.


THE WINDOWS! SOMEONE'S BOARDED THEM UP! COULD ONE OF MY ENEMIES HAVE LEARNED MY TRUE IDENTITY AND SET SOME SORT OF TRAP INSIDE?
NO SIGN OF ANY DANGER.
MY SPIDER-SENSE IS CALM, TOO. HMMM... MY ROOM LOOKS AS IF NO ONE HAD BEEN HERE FOR MONTHS!
NONE OF MY CLOTHES IN THE CLOSET! JUST THIS OLD JACKET AND PANTS COVERED WITH PAINT! STILL, I THINK PETER PARKER BETTER NOSE AROUND THE HOUSE--
--AND LET SPIDER-MAN STAY HIDDEN.
AUNT MAY!
AUNT MAY!
IS ANYONE HERE? NOTHING! I ALMOST WISH A SUPER-VILLAIN WOULD SHOW UP.
AT LEAST THAT WOULD EXPLAIN THIS CRAZINESS!
PARKER, MY BOY-- I THINK WE'VE BEEN ASLEEP FOR A VERY LONG TIME.
"THE NEXT DAY...
WHEW! THE NEIGHBORS THOUGHT I WAS NUTS ASKING SO MANY QUESTIONS.
BUT AT LEAST I FOUND OUT AUNT MAY'S LIVING WITH MRS. WATSON.
Watson
WALL


SOMEHOW THREE YEARS HAVE PASSED WHILE I WAS IN SUSPENDED ANIMATION.! AUNT MAY MUST FIGURE I'M DEAD. I HOPE THAT SEEING ME AGAIN WON'T SHOCK HER TOO BADLY.
OH, HELLO, PETER. YOUR AUNT AND I WERE JUST TALKING ABOUT YOU.
COME IN, DEAR. WE'VE BEEN BAKING COOKIES AND NEED SOMEONE TO EAT THEM FOR US.
HUH?
"HOURS PASS AND PETER TRIES TO KEEP UP HIS END OF THE CONVERSATION...
I'M SO GLAD YOU AND MARY JANE ARE SEEING EACH OTHER AGAIN, PETER. YOU MUST PUT GWEN OUT OF YOUR MIND.
YEAH. I'M TRYING TO FORGET EVERYTHING, AUNT MAY!
COULD I HAVE SOME SORT OF AMNESIA? MARY JANE... THAT WOULD BE MRS. WATSON'S NIECE. AND GWEN WAS THE WOMAN WHO CLAIMED SHE WAS A CLONE. WE MUST HAVE BEEN VERY CLOSE AT ONE TIME!
PETER SEEMS SO FOGGY, ANNA, AND HE'S LOST WEIGHT. I DO HOPE HE CAN GET OVER GWEN STACY'S DEATH. HE'S ONLY A BOY, YOU KNOW.
WELL, MAY--I'M SURE MY NIECE MARY JANE IS MAKING HIM FEEL VERY MATURE.
"A QUICK CHANGE OF GARB LATER...
I GATHER FROM THE CONVERSATION THAT I HAVE A PAD SOMEWHERE IN THE CITY NOW. AND I'VE DATED BOTH GWEN STACY AND MRS. WATSON'S NIECE! GEE--I WISH I COULD REMEMBER ALL THE FUN I MUST HAVE HAD!
I HAVE NO IDEA WHERE MY APARTMENT IS, AND THERE MUST BE A LOT OF "P. PARKERS" IN THE PHONE BOOK. SO I GUESS THE ONLY PLACE TO GO IS THE DAILY BUGLE.

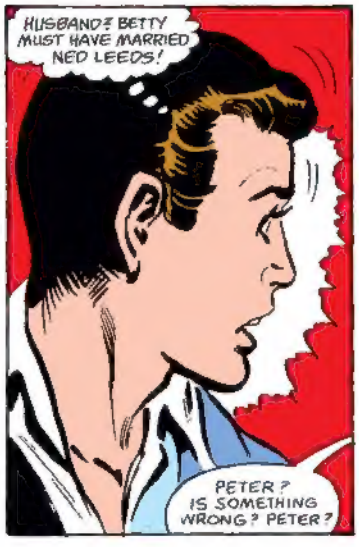

SOON, INSIDE...
I WONDER IF JONAH'S MELLOWED OVER THE YEARS?
ROBERTSON!! WHERE'S THAT CONSARN LAYOUT?!
AH... SOME THINGS NEVER CHANGE.

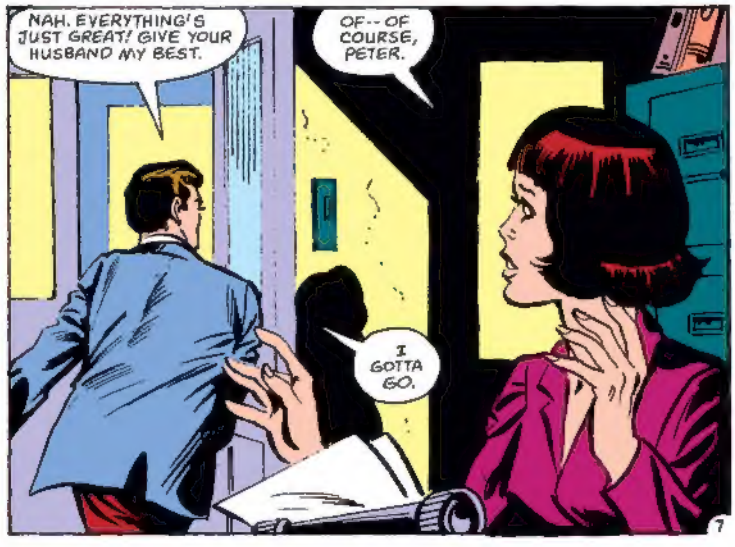
HELLO, MR. ROBERTSON. HOW'S IT GOING?
LIZ
"MISTER" ROBERTSON, EH? BUCKING FOR A RAISE, MISTER PARKER?
UH, YEAH. HA, HA, UM, JOE.
"ROBBIE," PETER. "ROBBIE."

HEY! THERE'S SOMEONE I'M REAL GLAD TO SEE!

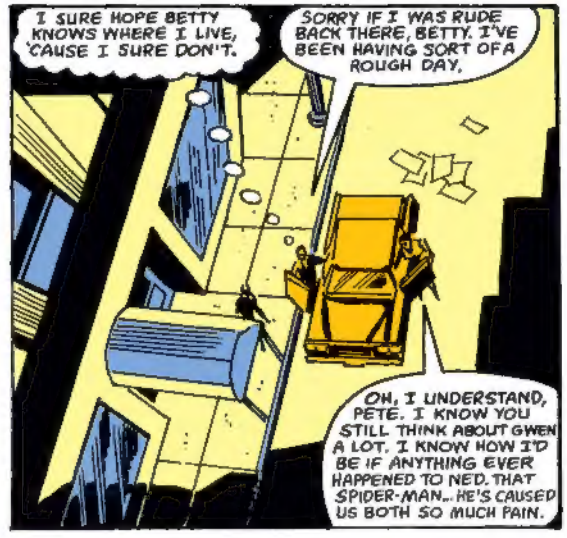
BETTY!
WELL, OF COURSE, PETER.
UMM, SO HOW YOU BEEN?

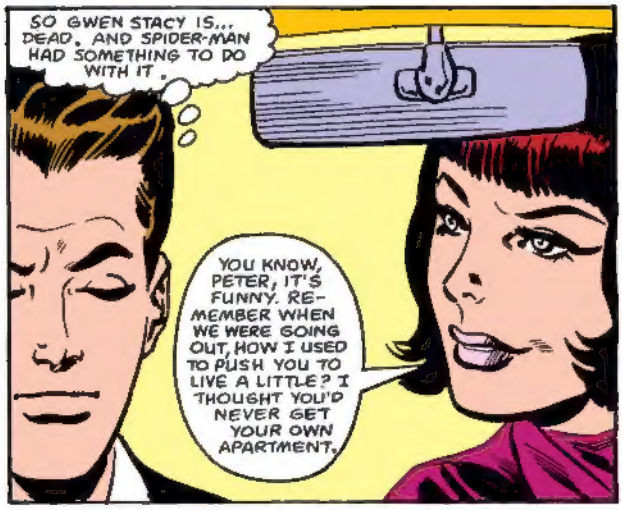
WELL, AS YOU KNOW I WAS QUITE A WRECK FOR THE PAST FEW DAYS...
OH?
...BUT I'M FINE NOW THAT MY HUSBAND NED HAS TURNED UP SAFE AND SOUND.

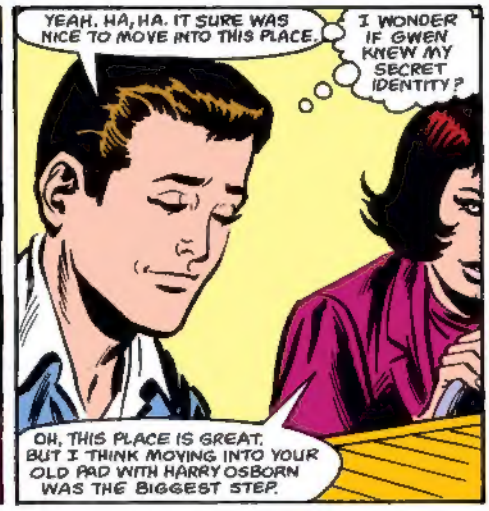

HUSBAND? BETTY MUST HAVE MARRIED NED LEEDS!
PETER? IS SOMETHING WRONG? PETER?


NAH. EVERYTHING'S JUST GREAT! GIVE YOUR HUSBAND MY BEST.
OF-- OF COURSE, PETER.
I GOTTA GO.

PETER REALLY SEEMS OUT OF IT TODAY! MAYBE HE COULD USE A FRIEND.
I'M OFF FOR LUNCH SOON. CAN I GIVE YOU A LIFT?
A LIFT? TO MY APARTMENT?
UH... SURE, BETTY. I'D REALLY APPRECIATE THAT.


I SURE HOPE BETTY KNOWS WHERE I LIVE, 'CAUSE I SURE DON'T.
SORRY IF I WAS RUDE BACK THERE, BETTY. I'VE BEEN HAVING SORT OF A ROUGH DAY.
OH, I UNDERSTAND, PETE. I KNOW YOU STILL THINK ABOUT GWEN A LOT. I KNOW HOW I'D BE IF ANYTHING EVER HAPPENED TO NED. THAT SPIDER-MAN... HE'S CAUSED US BOTH SO MUCH PAIN.


SO GWEN STACY IS... DEAD. AND SPIDER-MAN HAD SOMETHING TO DO WITH IT.
YOU KNOW, PETER, IT'S FUNNY. REMEMBER WHEN WE WERE GOING OUT, HOW I USED TO PUSH YOU TO LIVE A LITTLE? I THOUGHT YOU'D NEVER GET YOUR OWN APARTMENT.


YEAH. HA, HA. IT SURE WAS NICE TO MOVE INTO THIS PLACE.
I WONDER IF GWEN KNEW MY SECRET IDENTITY?
OH, THIS PLACE IS GREAT. BUT I THINK MOVING INTO YOUR OLD PAD WITH HARRY OSBORN WAS THE BIGGEST STEP.

HARRY OSBORN? WHY WOULD I MOVE IN WITH A CREEP LIKE HARRY OSBORN?
WELL? WAITING FOR THE DOORMAN?
HUH?
YOU'RE HOME, PETER.
OH!

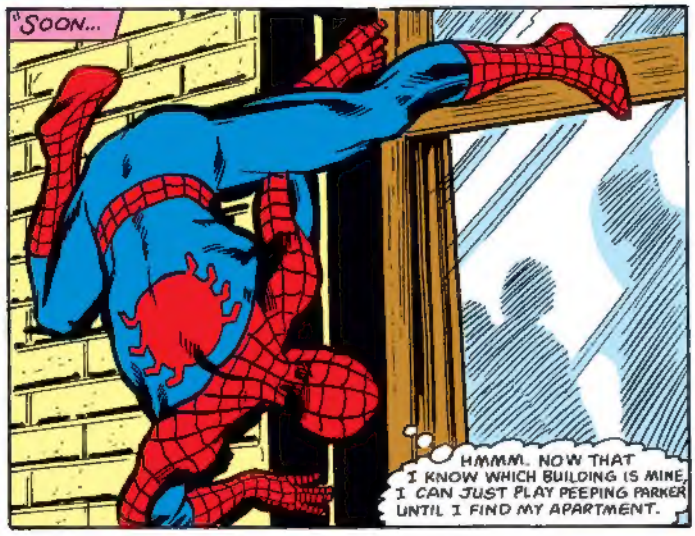
GEE...THANKS FOR THE LIFT, BETTY!
ANY TIME, BUDDY! AND, PETER... GET SOME SLEEP, OKAY? YOU SEEM AWFULLY TIRED.
YEAH.
OH, AND I LOVE YOUR HAIRCUT!

NOW MY ONLY PROBLEM IS FIGURING OUT WHICH BUILDING IS MINE. I GUESS I'LL JUST STAND HERE UNTIL SOMETHING LOOKS FAMILIAR.

"LATE THAT NIGHT...
PETER! WAKE UP! WHAT ARE YOU DOING OUT HERE?!

OH, UH... I GUESS I SORTA DOZED OFF.
I GUESS YOU SORTA DID.

WELL? AREN'T YOU COMING IN?
IN A MINUTE. I GOTTA GO RUN AN ERRAND!
THIS GIRL MUST BE ONE OF MY NEIGHBORS!


"SOON...
HMMM. NOW THAT I KNOW WHICH BUILDING IS MINE, I CAN JUST PLAY PEEPING PARKER UNTIL I FIND MY APARTMENT.

"AND SO...
BINGO!
I DON'T KNOW ABOUT THE WOODEN INDIAN, BUT THERE CAN'T BE TWO RESIDENTS OF THIS BUILDING--
--WITH DEVELOPING EQUIPMENT, A 'SCOPE AND A BUNCH OF WEB CARTRIDGES LYING AROUND!

WELL... THERE'RE A FEW FAMILIAR CLOTHES IN THE CLOSET. FUNNY, THE NEW ONES ALL FEEL A LITTLE BIG ON ME.

NOW FOR A LITTLE DETECTIVE WORK. HOPE I DON'T FIND OUT I HAVE A WIFE AND SIX KIDS.
HEY, A BOX OF LETTERS FROM GWEN STACY. AND A CLIPPING ABOUT HER DEATH. WE MUST HAVE HIT IT OFF PRETTY WELL.
CIG.

"FOR AN HOUR, PETER PARKER KNEELS ON THE FLOOR AS IF IN PRAYER, READING HANDWRITTEN LETTERS AND LITTLE LOVE NOTES FROM A GIRL HE REMEMBERS ONLY AS A NEW FRIEND. THE NOTES TEASE AND DOTE ON HIM. THE LETTERS EXPRESS SECRETS AND DOUBTS, LITTLE FEARS AND JOYFUL HOPES.

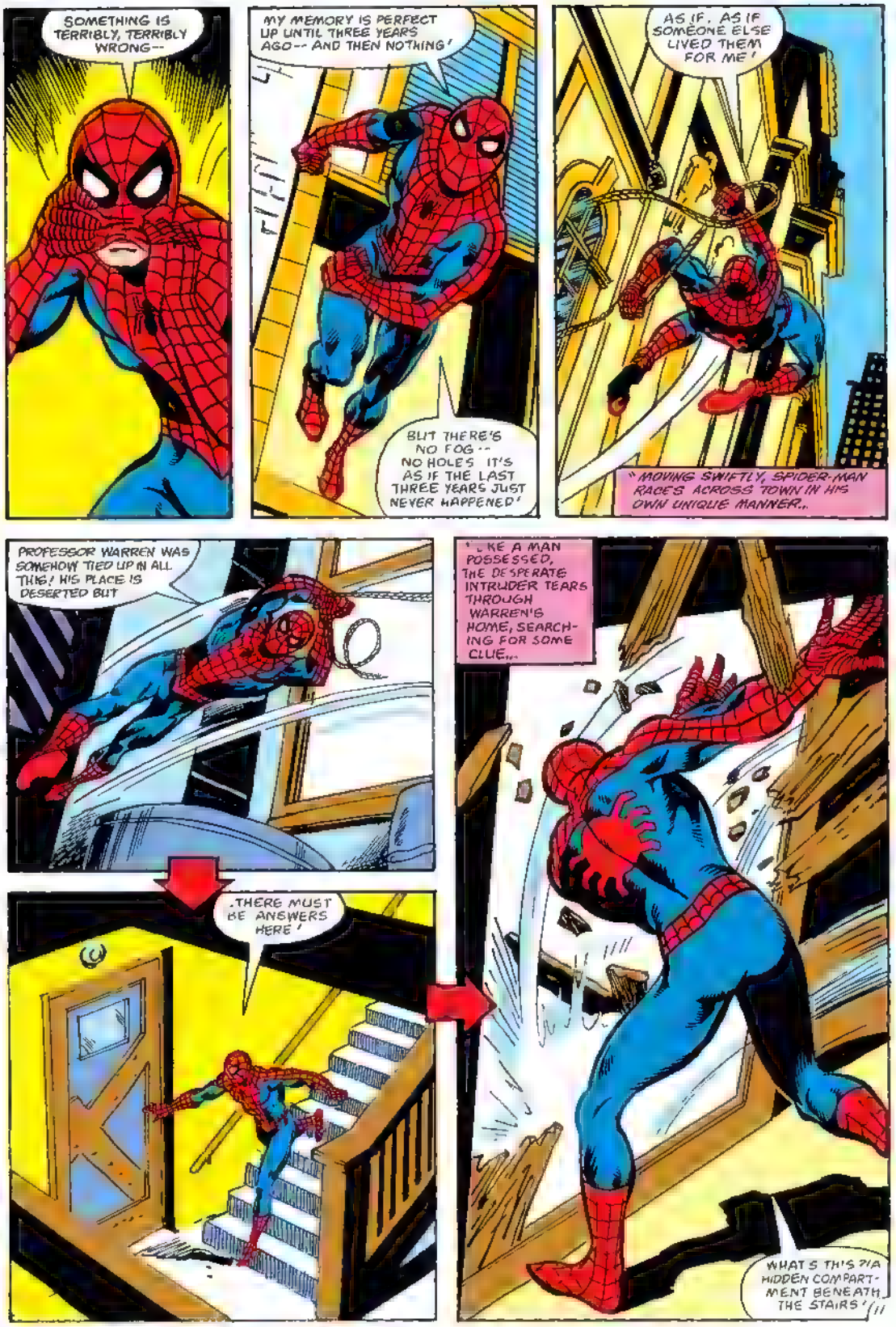
"MOST OF ALL, THE LETTERS SPEAK IN THE VOICE OF PETER PARKER'S ONE TRUE LOVE. THEY SPEAK IN THE VOICE OF THE REAL GWEN STACY.

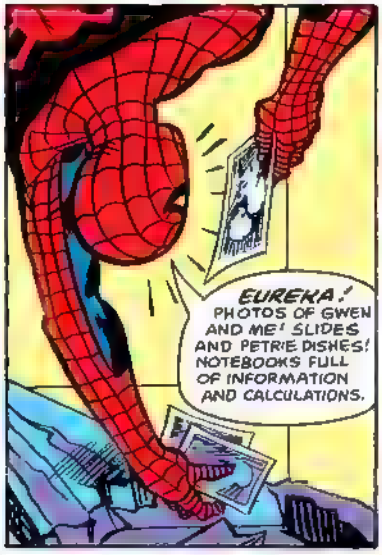
"HIS HEART BREAKS AS HE READS THE NEWSPAPER ACCOUNT OF HER DEATH DURING A BATTLE BETWEEN SPIDER-MAN AND THE GREEN GOBLIN.

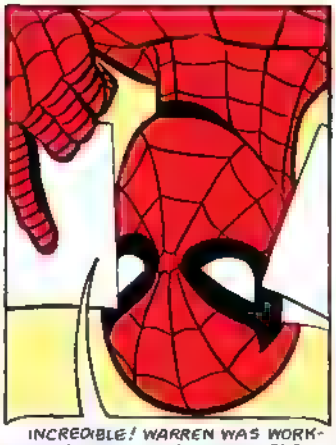
NO!

WHY CAN'T I REMEMBER?

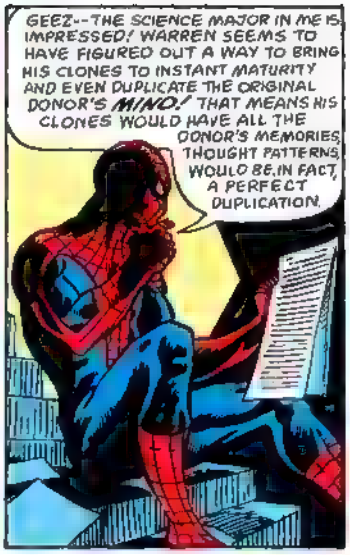
"AND THEN, PETER PARKER BREAKS ALTOGETHER.

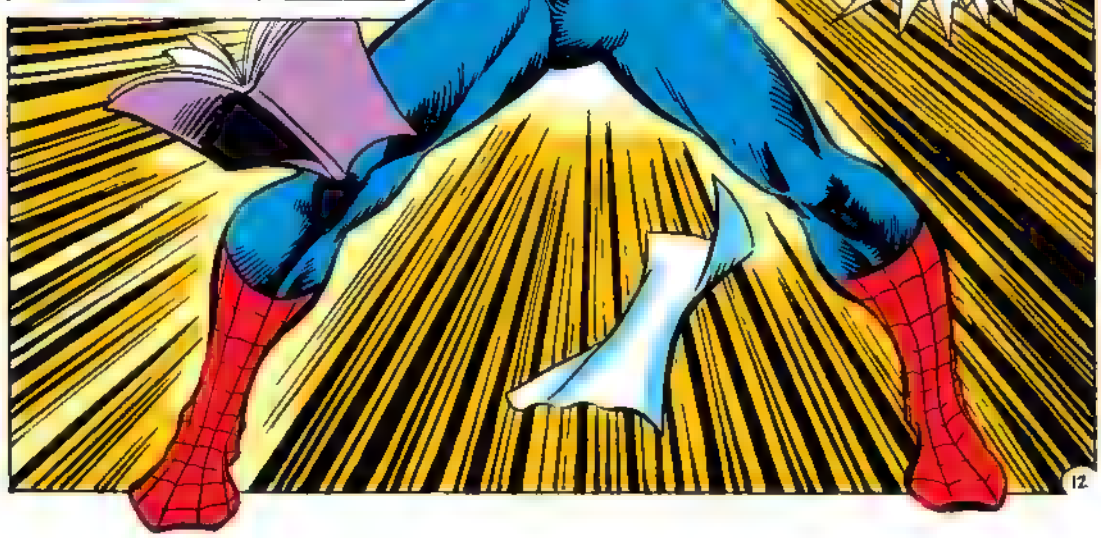

SOMETHING IS TERRIBLY, TERRIBLY WRONG--
MY MEMORY IS PERFECT UP UNTIL THREE YEARS AGO-- AND THEN NOTHING!
BUT THERE'S NO FOG-- NO HOLES IT'S AS IF THE LAST THREE YEARS JUST NEVER HAPPENED!
AS IF, AS IF SOMEONE ELSE LIVED THEM FOR ME!
"MOVING SWIFTLY, SPIDER-MAN RACES ACROSS TOWN IN HIS OWN UNIQUE MANNER...
PROFESSOR WARREN WAS SOMEHOW TIED UP IN ALL THIS! HIS PLACE IS DESERTED BUT
THERE MUST BE ANSWERS HERE!
"LIKE A MAN POSSESSED, THE DESPERATE INTRUDER TEARS THROUGH WARREN'S HOME, SEARCHING FOR SOME CLUE...
WHAT'S THIS?! A HIDDEN COMPARTMENT BENEATH THE STAIRS!





INCREDIBLE! WARREN WAS WORKING ON A THEORY OF CLONING FAR BEYOND ANYTHING DREAMED OF BY CONVENTIONAL SCIENCE. HE THOUGHT HE COULD RE CREATE PEOPLE NOT JUST AS THEY WERE AT BIRTH-- *BUT AS THEY WERE AT THE MOMENT OF THEIR CLONING!*





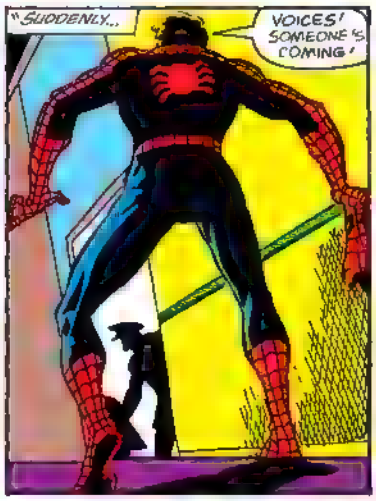
FOR A TIME THERE IS SILENCE

"THEN A SOFT SOBBING THEN A VOICE CRACKED WITH ANGUISH ..

THIS FACE -- IT ISN'T EVEN MINE. ALL OF MY MEMORIES BELONG TO ANOTHER MAN.'

BUT-- I AM PETER PARKER!
I HAVE HIS MIND, HIS BODY - I'M AS HUMAN AS HE IS!

NO! IT'S AN ILLUSION! I WAS BORN DAYS AGO! I WAS GIVEN THIS MIND-THESE MEMORIES--AS PART OF A TERRIBLE EXPERIMENT!


"SUDDENLY...
VOICES! SOMEONE'S COMING!

POLICE!
NO SIGN OF ANYTHING HERE, TONY. WHATEVER WARREN WAS UP TO HE KEPT A CLEAN HOUSE!

HEY-- WHAT'S THIS STUFF OVER HERE?
NO! THEY MUSTN'T SEE THE NOTES!

SORRY, BOYS! THAT STUFF'S KIND OF PERSONAL!
SPIDER-MAN!
C'MON, PAL, DON'T POINT GUNS AT STRANGERS!
GEEZ! I KNOW THE COPS DON'T DIG ME TOO MUCH...
OW! MY HAND!
BUT THESE GUYS ARE ACTING LIKE I'M A WANTED CRIMINAL!
HOLD IT, SPIDER-MAN! WE'VE GOT YOU DEAD TO RIGHTS!
MORE COPS!
BELIEVE ME, BOYS-- THESE PAPERS WOULDN'T MEAN ANYTHING TO YOU!
YOU WON'T GET AWAY WITH THIS, MASKED MAN!
I GUESS JONAH FINALLY CONVINCED THE COPS I'M A CROOK EITHER THAT, OR I REALLY AM A CROOK. BUT I DON'T WANT TO THINK ABOUT THAT!
OH, YOU KNOW I WILL, TOO!
BLAM
PTOW
HAVE TO GET BACK INSIDE - NOW!

QUICK! FOLLOW HIM!
STOP, SPIDER-MAN!
I'LL KILL YOU! I WILL!
YOU KNOW OFFICER, YOU JUST MIGHT!
PIOW
ZAK
IF I GIVE YOU THE CHANCE!
OH, NO! NOT MORE WEBBING!
HEY, GUY-- I HAVE TO PAY FOR THE STUFF!
IF THERE ARE ANY MORE COPS ON THIS SIDE OF THE HOUSE--
--I'M GONNA START FEELING VERY ANTI-AUTHORITARIAN!
CRASH!

UNBEKNOWNST TO THE MUSING CLONE...

WE'VE FOUND HIM, KINGPIN! THE POLICE SAID HE WAS IN THIS AREA

BIZARRE! SPIDER-MAN IS USUALLY TOO CAUTIOUS TO MAKE HIMSELF SO EASY A TARGET!

SPIDER-SENSE GOING CRAZY ON ME!

GREAT! I MAY KNOW I'M NOT THE REAL SPIDEY--

-- BUT HIS ENEMIES DON'T SEE THE DISTINCTION!

NOW WHAT?! NO GUNMAN IN SIGHT! JUST THIS FLYING VACUUM CLEANER, HERE

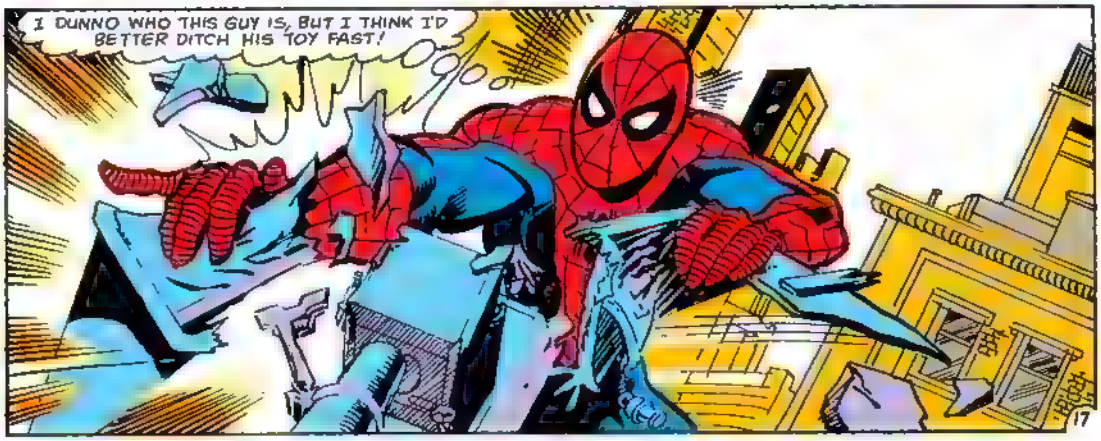
STILL NIMBLE AS EVER, EH, SPIDER-MAN?

AH, YOU'RE JUST JEALOUS 'CUZ I'M AN AGILE SUPER HERO, AND YOU'RE JUST A LITTLE CAMERA WITH SMOKE COMIN' OUT OF YOUR NOZZLE!

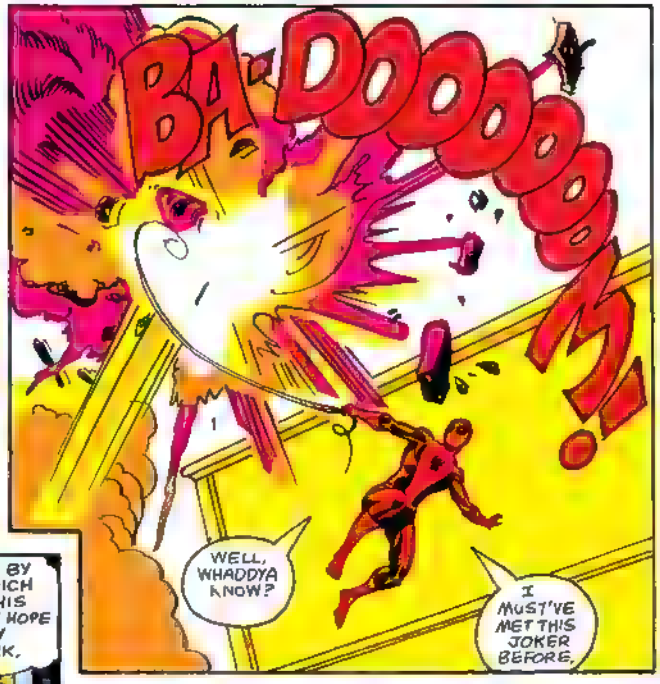
HARDLY, SPIDER-MAN! DON'T TELL ME YOU DON'T RECOGNIZE THE VOICE OF YOUR OLD NEMESIS?!
OH! MISS GRUNDY! SORRY JUG AND I BROKE THE SPECIMEN JAR!

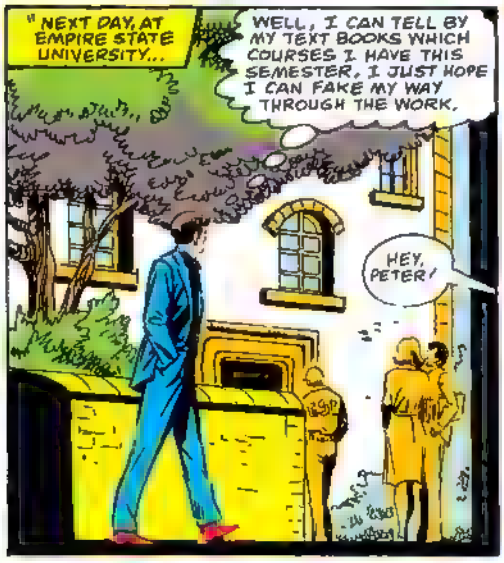
MOCK ME THEN, SPIDER-MAN! THE KINGPIN IS A PATIENT MAN!
CLICK!
YEAH? I FIGURED YOU FOR A PATIENT, PAL! DID THE DOCTORS LET YOU OUT FOR THE WEEKEND?

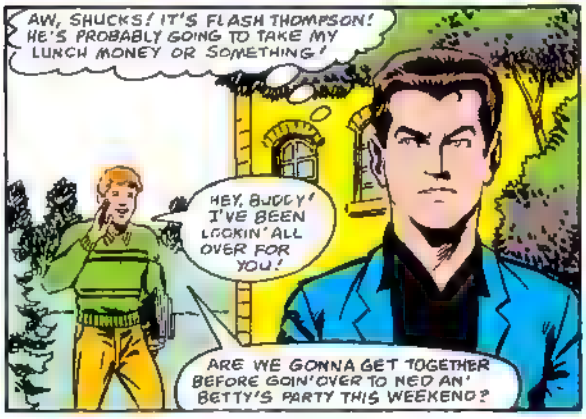
HEY! THIS DOOHICKEY'S STARTING TO SHAKE!
HEY, KING! I THINK YOUR CAMERA'S STRIPPED A GEAR!


I DUNNO WHO THIS GUY IS, BUT I THINK I'D BETTER DITCH HIS TOY FAST!

YOU STILL THERE, KINGPIN? I HATE GETTIN' HUNG UP ON!


BA-DOOOOOM!
WELL, WHADDYA KNOW?
I MUST'VE MET THIS JOKER BEFORE.

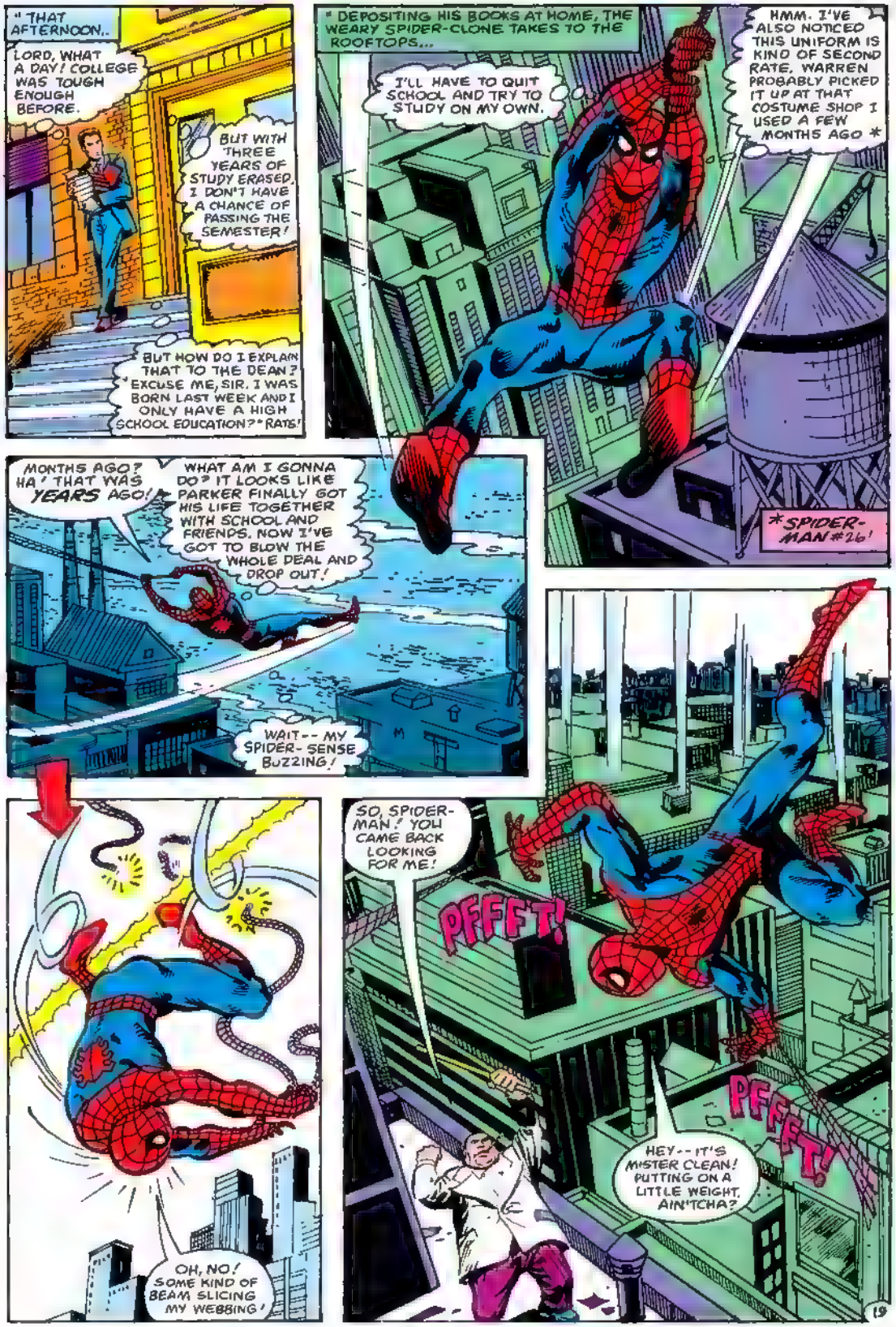

"NEXT DAY, AT EMPIRE STATE UNIVERSITY...
WELL, I CAN TELL BY MY TEXT BOOKS WHICH COURSES I HAVE THIS SEMESTER. I JUST HOPE I CAN FAKE MY WAY THROUGH THE WORK.
HEY, PETER!


AW, SHUCKS! IT'S FLASH THOMPSON! HE'S PROBABLY GOING TO TAKE MY LUNCH MONEY OR SOMETHING!
HEY, BUDDY! I'VE BEEN LOOKIN' ALL OVER FOR YOU!
ARE WE GONNA GET TOGETHER BEFORE GOIN' OVER TO NED AN' BETTY'S PARTY THIS WEEKEND?

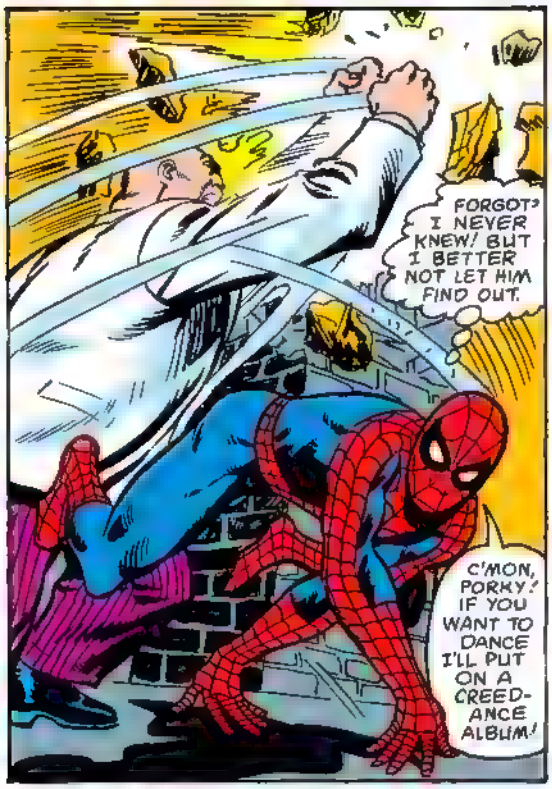
"BUDDY?"
UH, WELL, ACTUALLY FLASH, I WASN'T SO SURE I WAS GOING. I HAVE A LOT OF STUDYING TO DO.
HUH? BUT PETE WE'VE BEEN PLANNING THIS PARTY FOR WEEKS! IT'S NOT LIKE YOU TO MISS IT TO STUDY!

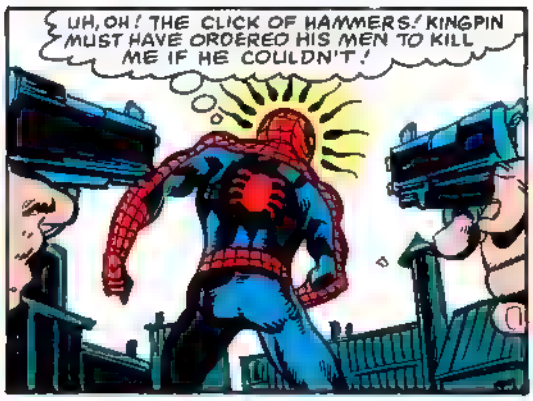
IT ISN'T?
WELL, WHATEVER. CALL ME WHEN YOU DECIDE, PAL. I DON'T WANT TO MISS THIS NEXT CLASS!
YOU DON'T?

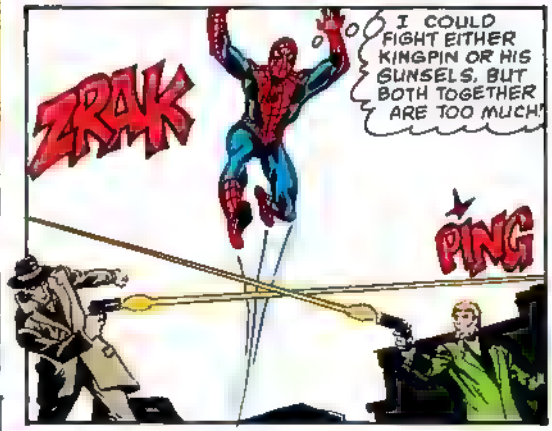
WELL, WHAT DO YOU KNOW?
I GUESS PETER THE COLLEGE STUDENT IS A LOT MORE SOCIABLE THAN OLD "PUNY PARKER" EVER WAS. "PAL" SHEESH!


* THAT AFTERNOON..
LORD, WHAT A DAY! COLLEGE WAS TOUGH ENOUGH BEFORE.
BUT WITH THREE YEARS OF STUDY ERASED, I DON'T HAVE A CHANCE OF PASSING THE SEMESTER!
BUT HOW DO I EXPLAIN THAT TO THE DEAN? "EXCUSE ME, SIR. I WAS BORN LAST WEEK AND I ONLY HAVE A HIGH SCHOOL EDUCATION?" RATS!
* DEPOSITING HIS BOOKS AT HOME, THE WEARY SPIDER-CLONE TAKES TO THE ROOFTOPS...
I'LL HAVE TO QUIT SCHOOL AND TRY TO STUDY ON MY OWN.
HMM. I'VE ALSO NOTICED THIS UNIFORM IS KIND OF SECOND RATE. WARREN PROBABLY PICKED IT UP AT THAT COSTUME SHOP I USED A FEW MONTHS AGO *
*SPIDER-MAN #26!
MONTHS AGO? HA! THAT WAS YEARS AGO!
WHAT AM I GONNA DO? IT LOOKS LIKE PARKER FINALLY GOT HIS LIFE TOGETHER WITH SCHOOL AND FRIENDS. NOW I'VE GOT TO BLOW THE WHOLE DEAL AND DROP OUT!
WAIT-- MY SPIDER-SENSE BUZZING!
OH, NO! SOME KIND OF BEAM SLICING MY WEBBING!
SO, SPIDER-MAN! YOU CAME BACK LOOKING FOR ME!
PFFFT!
PFFFT!
HEY-- IT'S MISTER CLEAN! PUTTING ON A LITTLE WEIGHT, AIN'TCHA?

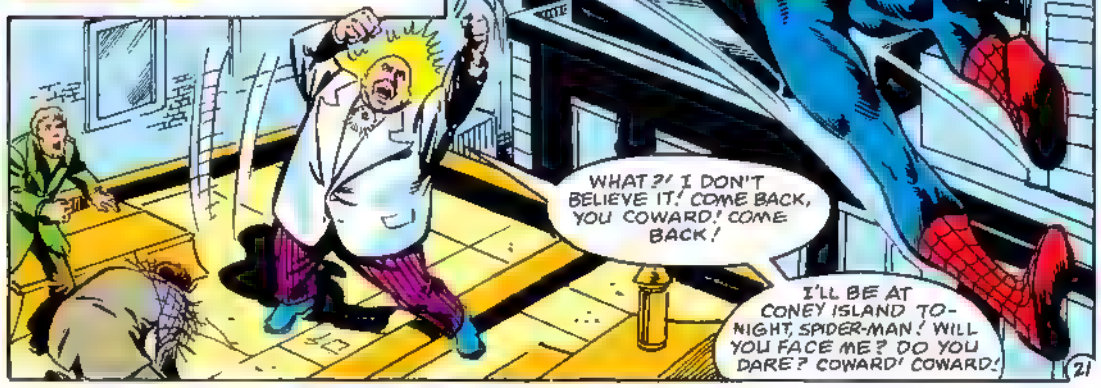
OH, WELL!
SMASH!
I GUESS WE HAVE TIME FOR A LITTLE REDUCING LESSON!
YOU WANT US TO FINISH HIM, KINGPIN?
I DON'T THINK KINGPIN CAN HEAR YOU, SPORT
IDIOT! DID YOU THINK ONE BLOW COULD FELL THE KINGPIN?
UFFF! HE'S STILL CONSCIOUS!
WHAT A WALLOP! I DIDN'T SUSPECT HE HAD SUCH POWER!
GET UP, FOOL! GET UP AND FIGHT OR I'LL HAVE MY MEN KILL YOU!
OKAY, PUFFY! I COULD USE A GOOD BRAWL.
TOO SLOW, SPIDER-MAN! HAVE YOU FORGOTTEN HOW FAST I AM?


FORGOT? I NEVER KNEW! BUT I BETTER NOT LET HIM FIND OUT.
C'MON, PORKY! IF YOU WANT TO DANCE I'LL PUT ON A CREED-ANCE ALBUM!

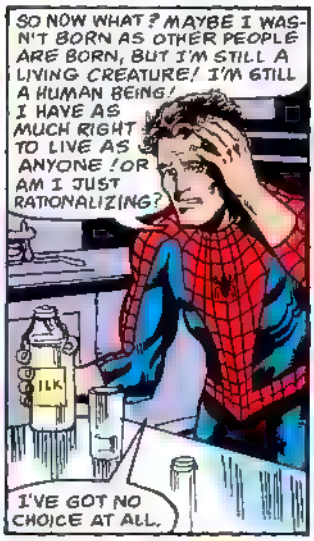

UH, OH! THE CLICK OF HAMMERS! KINGPIN MUST HAVE ORDERED HIS MEN TO KILL ME IF HE COULDN'T!


I COULD FIGHT EITHER KINGPIN OR HIS GUNSELS, BUT BOTH TOGETHER ARE TOO MUCH!
ZRAK
PING

I DON'T EVEN KNOW WHAT HIS OTHER POWERS ARE! THERE'S NO WAY OF KNOWING WHAT I'M UP AGAINST OR HOW TO FIGHT HIM!
HEY, FATS! I GOTTA MEET MY HAIRDRESSER! I'LL CATCH YOU LATER!

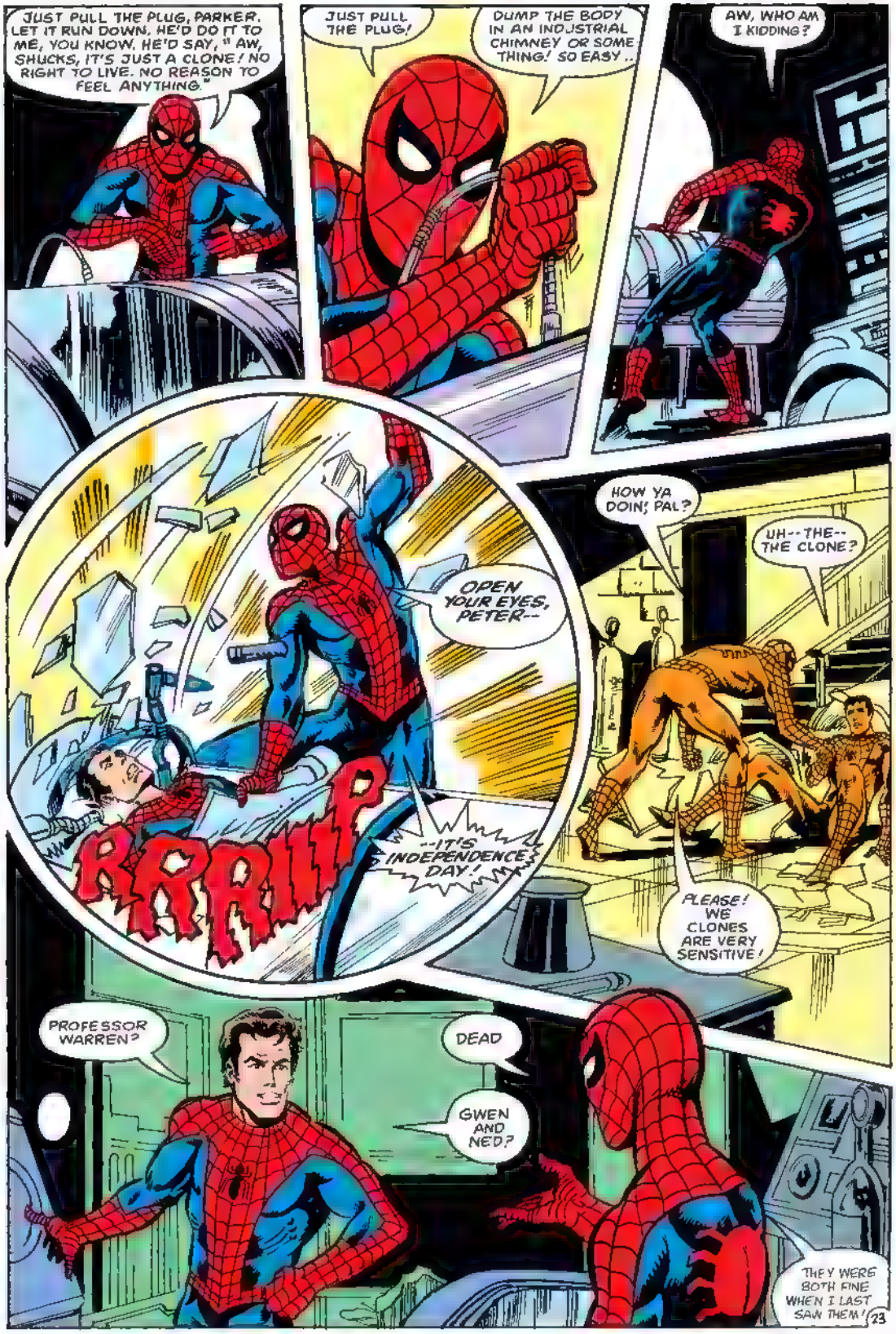

WHAT?! I DON'T BELIEVE IT! COME BACK, YOU COWARD! COME BACK!
I'LL BE AT CONEY ISLAND TO-NIGHT, SPIDER-MAN! WILL YOU FACE ME? DO YOU DARE? COWARD! COWARD!

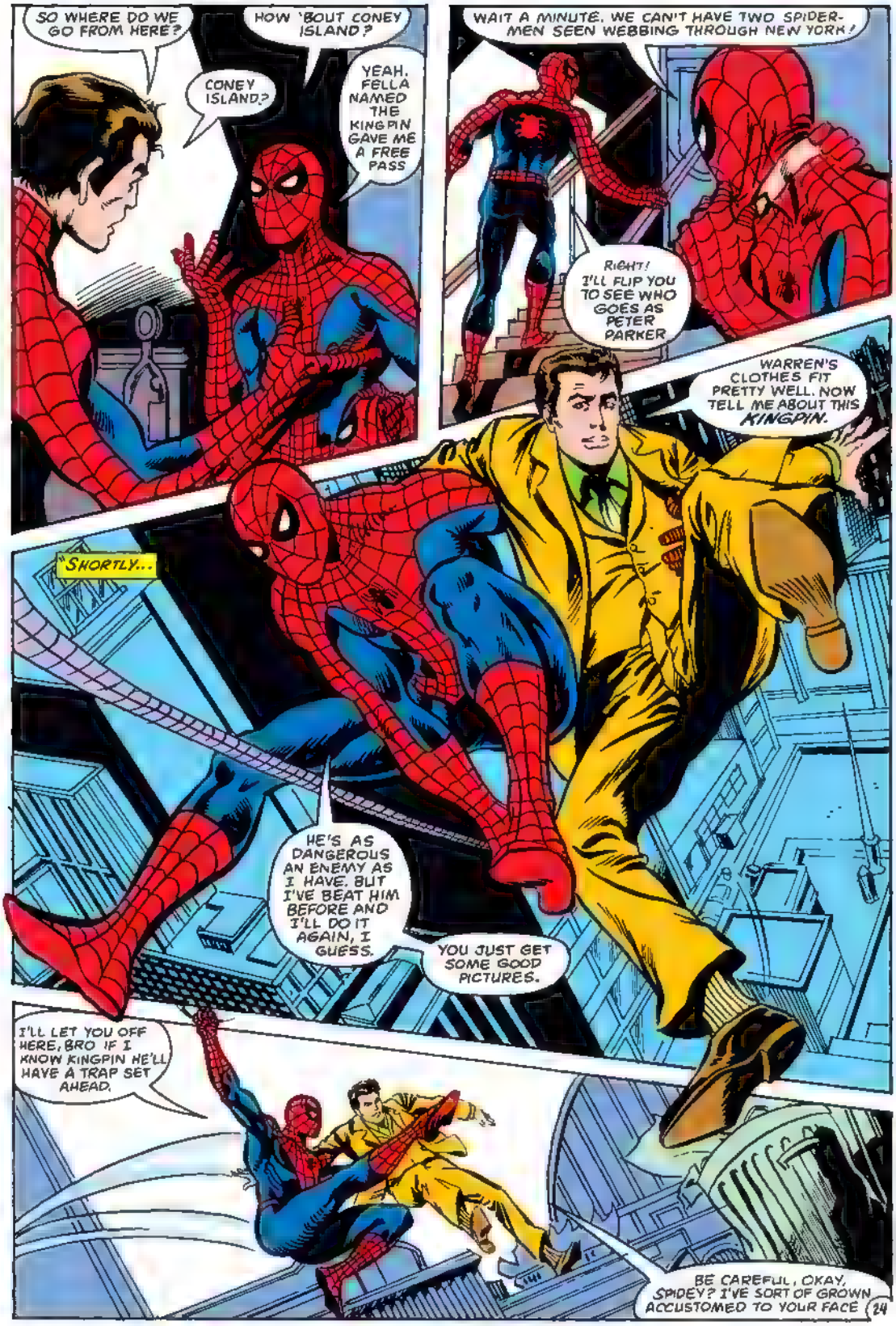
"LATER, BACK AT HIS APARTMENT...
WELL, LET'S SEE... THE COPS ARE AFTER ME, I CAN'T PASS A SINGLE COURSE, AND I'M FORCED TO RUN AWAY FROM ENEMIES I'VE NEVER SEEN BEFORE!
LIFE MUST HAVE BEEN ROSES FOR THE REAL PETER PARKER, BUT FOR SPIDER-CLONE THIS IS A DRAG!

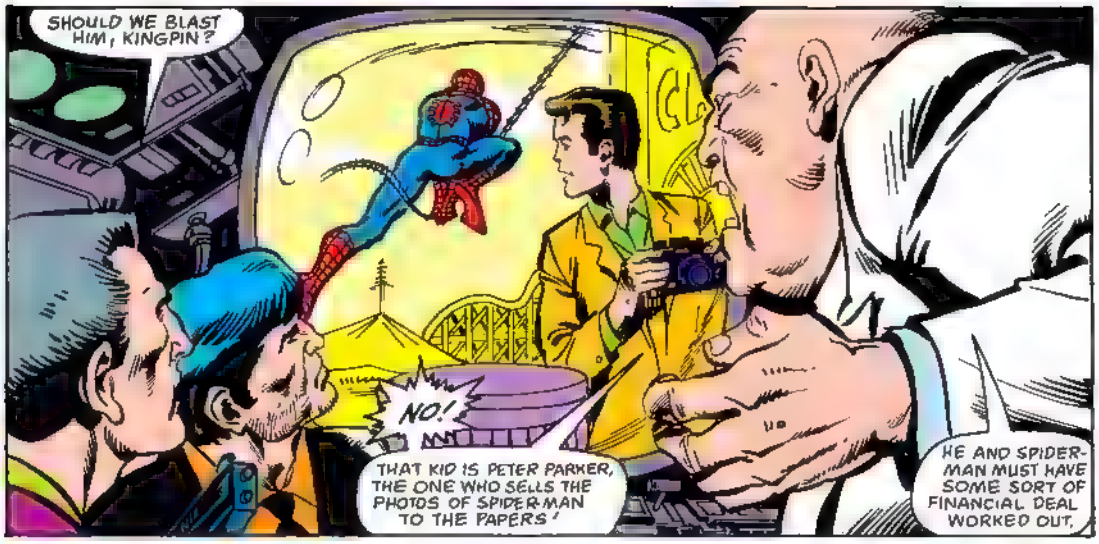

SO NOW WHAT? MAYBE I WASN'T BORN AS OTHER PEOPLE ARE BORN, BUT I'M STILL A LIVING CREATURE! I'M STILL A HUMAN BEING! I HAVE AS MUCH RIGHT TO LIVE AS ANYONE! OR AM I JUST RATIONALIZING?
MILK
I'VE GOT NO CHOICE AT ALL.

NO MATTER WHAT HAPPENS TO ME...THAT'S PETER PARKER SEALED IN THAT TUBE.

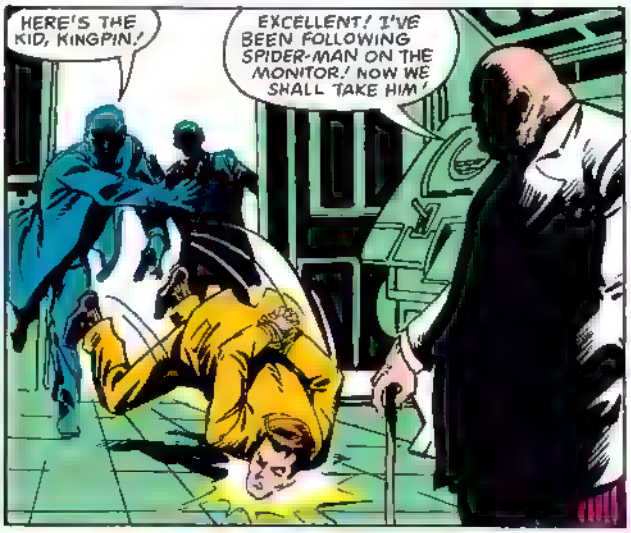
AND I'VE ALWAYS BEEN FOND OF PETER PARKER.
"A HALF HOUR LATER, IN PROFESSOR WARREN'S LAB...
HI, CHAMP! STILL COZY?
WELL, THIS IS IT. THERE'S NO REASON IN THE WORLD NOT TO PULL THE PLUG ON THIS THING AND LET MY "FATHER" DIE. I COULD BE PETER PARKER FOREVER AND NOT REPEAT ALL THE MISTAKES HE MADE THE FIRST TIME AROUND.

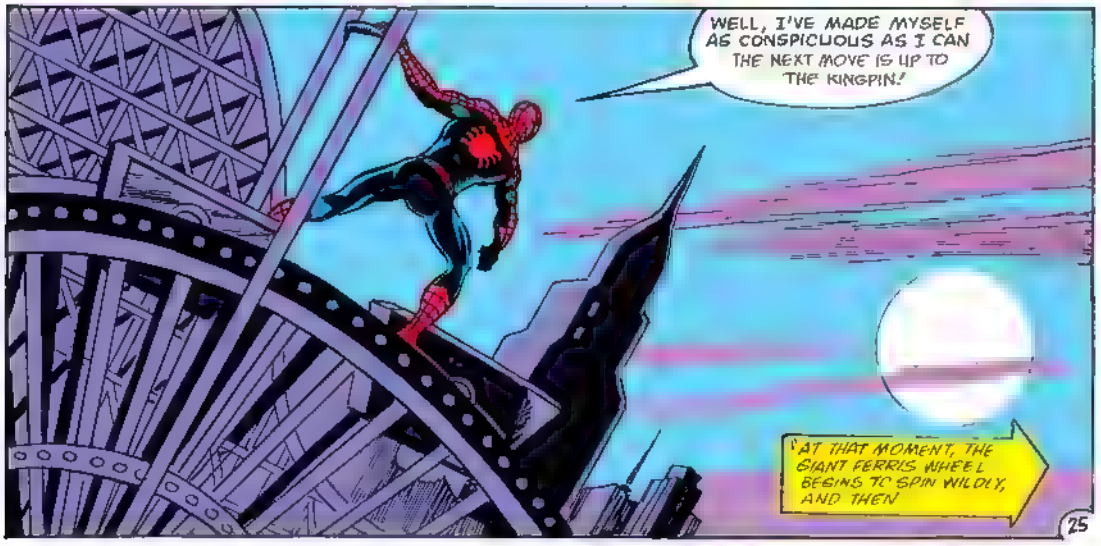

JUST PULL THE PLUG, PARKER. LET IT RUN DOWN. HE'D DO IT TO ME, YOU KNOW. HE'D SAY, " AW, SHUCKS, IT'S JUST A CLONE! NO RIGHT TO LIVE. NO REASON TO FEEL ANYTHING."
JUST PULL THE PLUG!
DUMP THE BODY IN AN INDUSTRIAL CHIMNEY OR SOME THING! SO EASY..
AW, WHO AM I KIDDING?
OPEN YOUR EYES, PETER--
RRRIP
--IT'S INDEPENDENCE DAY!
HOW YA DOIN', PAL?
UH--THE-- THE CLONE?
PLEASE! WE CLONES ARE VERY SENSITIVE!
PROFESSOR WARREN?
DEAD
GWEN AND NED?
THEY WERE BOTH FINE WHEN I LAST SAW THEM!

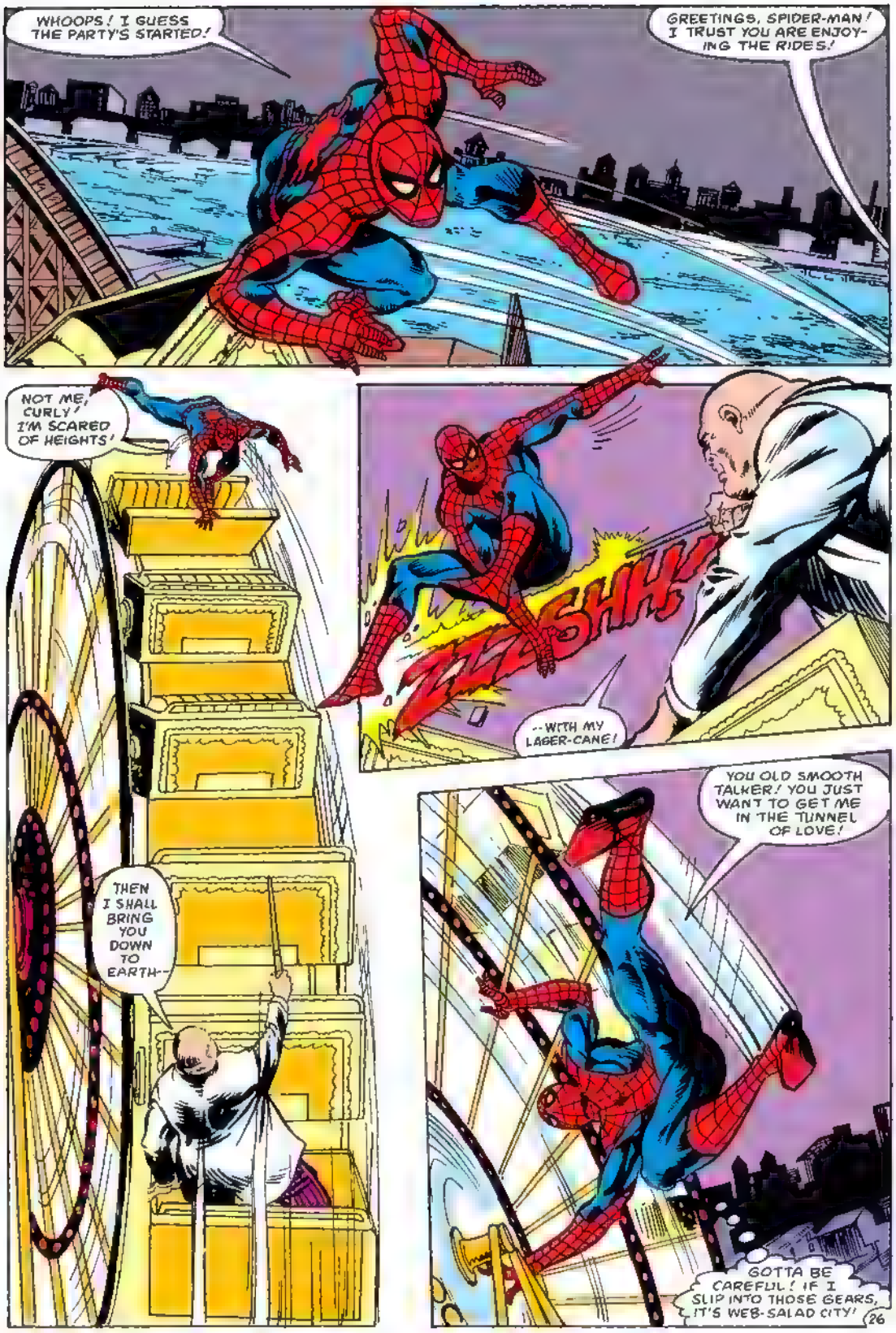

SO WHERE DO WE GO FROM HERE?
HOW 'BOUT CONEY ISLAND?
CONEY ISLAND?
YEAH. FELLA NAMED THE KINGPIN GAVE ME A FREE PASS
WAIT A MINUTE. WE CAN'T HAVE TWO SPIDER-MEN SEEN WEBBING THROUGH NEW YORK!
RIGHT! I'LL FLIP YOU TO SEE WHO GOES AS PETER PARKER
WARREN'S CLOTHES FIT PRETTY WELL. NOW TELL ME ABOUT THIS KINGPIN.
SHORTLY...
HE'S AS DANGEROUS AN ENEMY AS I HAVE, BUT I'VE BEAT HIM BEFORE AND I'LL DO IT AGAIN, I GUESS.
YOU JUST GET SOME GOOD PICTURES.
I'LL LET YOU OFF HERE, BRO IF I KNOW KINGPIN HE'LL HAVE A TRAP SET AHEAD.
BE CAREFUL, OKAY, SPIDEY? I'VE SORT OF GROWN ACCUSTOMED TO YOUR FACE


SHOULD WE BLAST HIM, KINGPIN?
NO!
THAT KID IS PETER PARKER, THE ONE WHO SELLS THE PHOTOS OF SPIDER-MAN TO THE PAPERS!
HE AND SPIDER-MAN MUST HAVE SOME SORT OF FINANCIAL DEAL WORKED OUT.

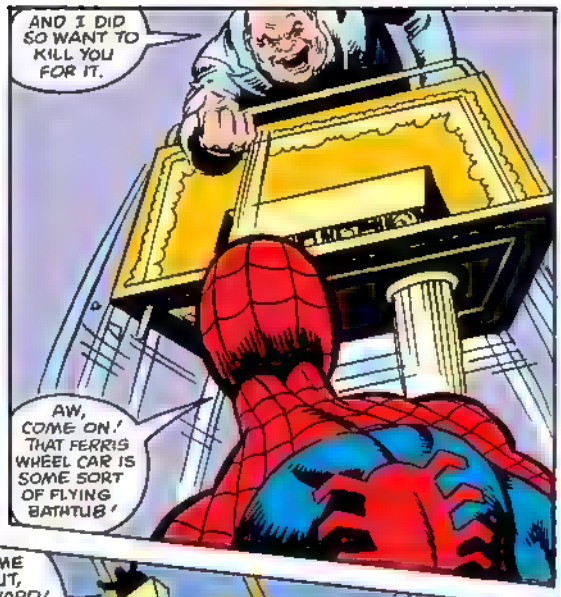
AND SO.
THE KINGPIN WANTS TO TALK TO YOU!
UH-- CAN I GIVE HIM MY PHONE NUMBER?

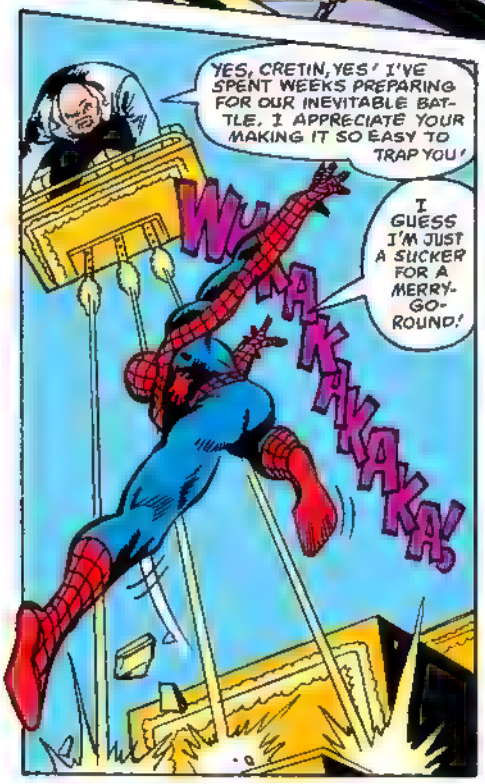

HERE'S THE KID, KINGPIN!
EXCELLENT! I'VE BEEN FOLLOWING SPIDER-MAN ON THE MONITOR! NOW WE SHALL TAKE HIM!

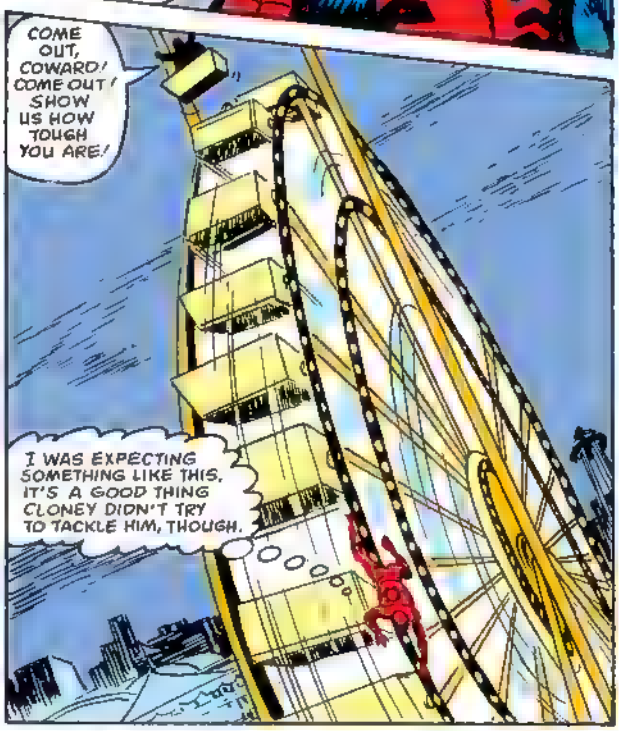

WELL, I'VE MADE MYSELF AS CONSPICUOUS AS I CAN. THE NEXT MOVE IS UP TO THE KINGPIN!
AT THAT MOMENT, THE GIANT FERRIS WHEEL BEGINS TO SPIN WILDLY, AND THEN

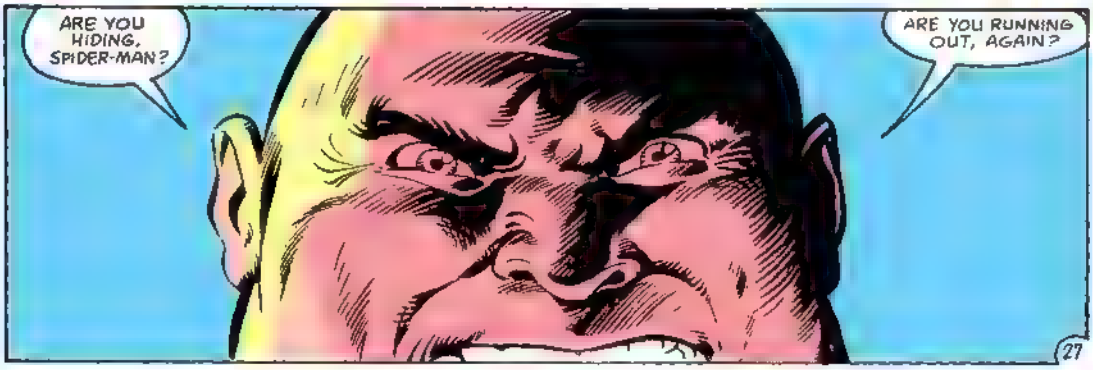

WHOOPS! I GUESS THE PARTY'S STARTED!
GREETINGS, SPIDER-MAN! I TRUST YOU ARE ENJOYING THE RIDES!
NOT ME, CURLY! I'M SCARED OF HEIGHTS!
SHH!
--WITH MY LAGER-CANE!
THEN I SHALL BRING YOU DOWN TO EARTH--
YOU OLD SMOOTH TALKER! YOU JUST WANT TO GET ME IN THE TUNNEL OF LOVE!
GOTTA BE CAREFUL! IF I SLIP INTO THOSE GEARS, IT'S WEB-SALAD CITY!

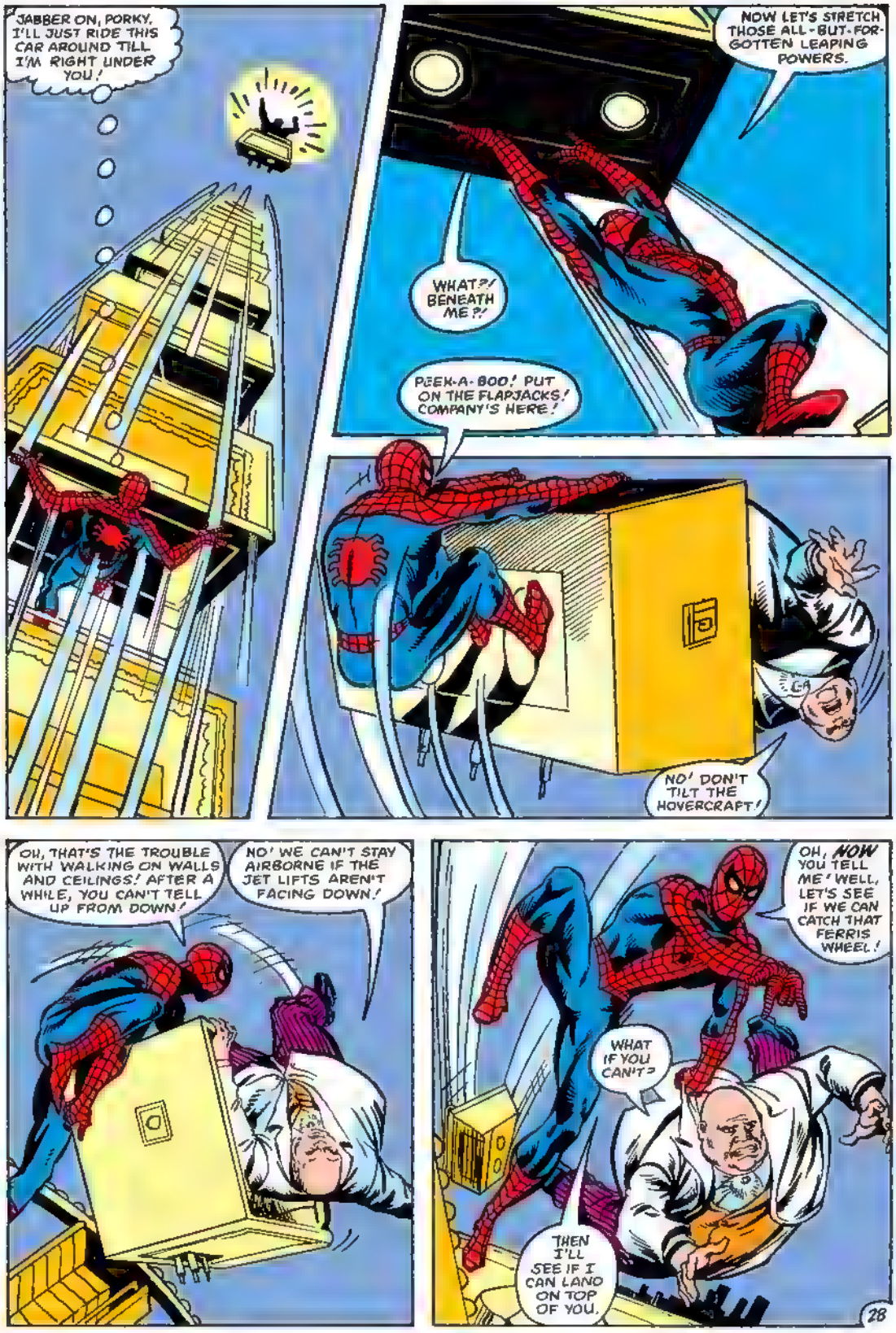
WHADAYA SAY, BALDY? SHALL WE JUST GET THIS OVER WITH QUICK AND BE HOME IN TIME TO WATCH "MASH"?
IT'S GOOD TO SEE THAT INFANTILE WIT INTACT, SPIDER-MAN! I WAS AFRAID YOU'D LOST IT IN YOUR COWARDICE!

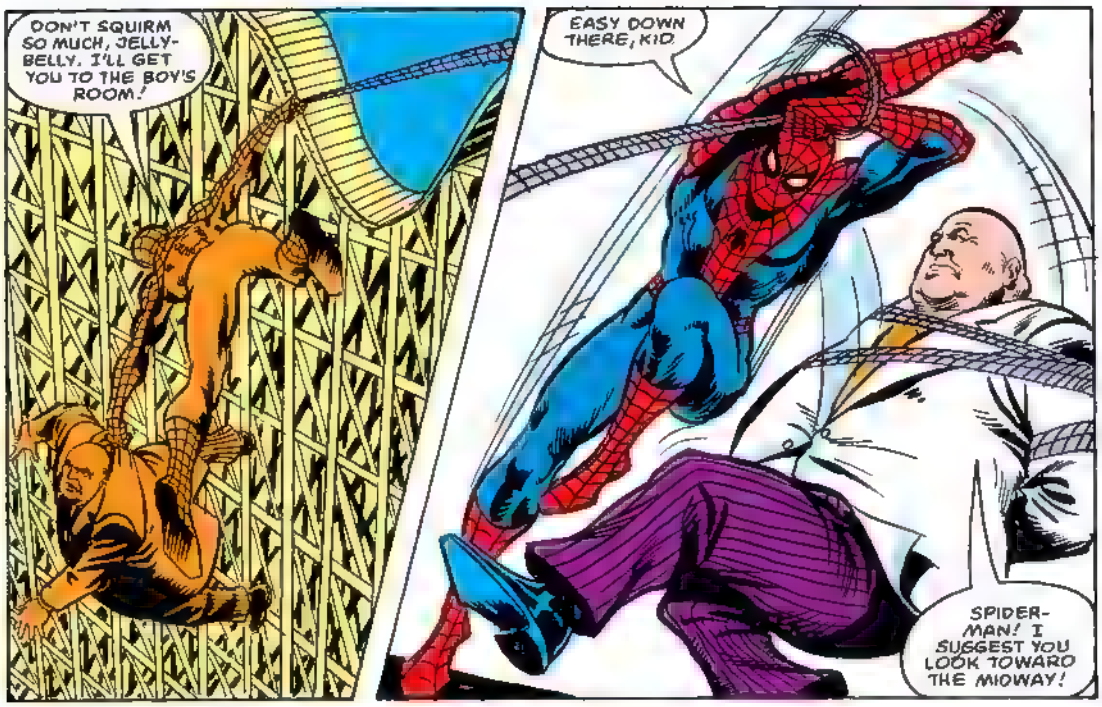

AND I DID SO WANT TO KILL YOU FOR IT.
AW, COME ON! THAT FERRIS WHEEL CAR IS SOME SORT OF FLYING BATHTUB!


YES, CRETIN, YES! I'VE SPENT WEEKS PREPARING FOR OUR INEVITABLE BATTLE. I APPRECIATE YOUR MAKING IT SO EASY TO TRAP YOU!
I GUESS I'M JUST A SUCKER FOR A MERRY-GO-ROUND!
WUMAKKKAKA!

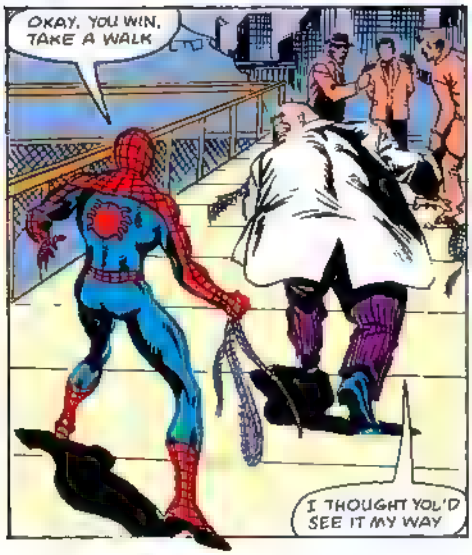

COME OUT, COWARD! COME OUT! SHOW US HOW TOUGH YOU ARE!
I WAS EXPECTING SOMETHING LIKE THIS, IT'S A GOOD THING CLONEY DIDN'T TRY TO TACKLE HIM, THOUGH.


ARE YOU HIDING, SPIDER-MAN?
ARE YOU RUNNING OUT, AGAIN?


JABBER ON, PORKY. I'LL JUST RIDE THIS CAR AROUND TILL I'M RIGHT UNDER YOU!
NOW LET'S STRETCH THOSE ALL-BUT-FORGOTTEN LEAPING POWERS.
WHAT?! BENEATH ME?!
PEEK-A-BOO! PUT ON THE FLAPJACKS! COMPANY'S HERE!
NO! DON'T TILT THE HOVERCRAFT!
OH, THAT'S THE TROUBLE WITH WALKING ON WALLS AND CEILINGS! AFTER A WHILE, YOU CAN'T TELL UP FROM DOWN!
NO! WE CAN'T STAY AIRBORNE IF THE JET LIFTS AREN'T FACING DOWN!
OH, NOW YOU TELL ME! WELL, LET'S SEE IF WE CAN CATCH THAT FERRIS WHEEL!
WHAT IF YOU CAN'T?
THEN I'LL SEE IF I CAN LAND ON TOP OF YOU.

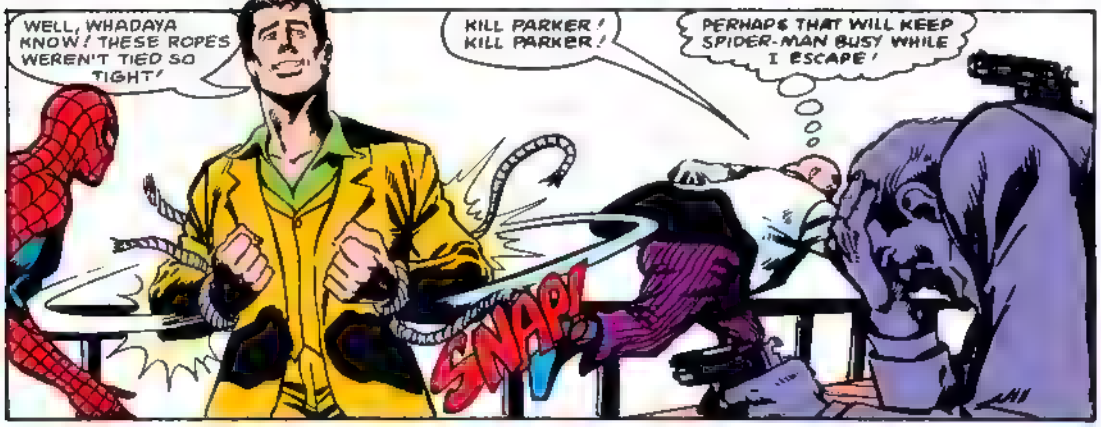

DON'T SQUIRM SO MUCH, JELLY-BELLY. I'LL GET YOU TO THE BOY'S ROOM!
EASY DOWN THERE, KID.
SPIDER-MAN! I SUGGEST YOU LOOK TOWARD THE MIDWAY!

MY MEN HAVE PETER PARKER, SPIDER-MAN! IF YOU DON'T LET ME GO, THEY WILL KILL HIM.


OKAY, YOU WIN. TAKE A WALK.
I THOUGHT YOU'D SEE IT MY WAY.

HEY-- WHAT ABOUT PETER?
DON'T YOU MOVE AND HE WON'T BE HURT!
NOW, FOOLS!

WATCH IT, SPIDEY! THESE CREEPS DON'T PLAY BY HOYLE!
WHAT?!
PRETTY SLICK MOVES, MR PARKER


WELL, WHADAYA KNOW! THESE ROPES WEREN'T TIED SO TIGHT!
KILL PARKER! KILL PARKER!
PERHAPS THAT WILL KEEP SPIDER-MAN BUSY WHILE I ESCAPE!
SNAP!

NO!
WHY ARE YOU COMING AFTER ME?

WHY AREN'T YOU SAVING THE BOY FROM MY MEN?
PETER? OH, HECK, KINGPIN! I THOUGHT YOU KNEW--

UNGH!
HE'S BEEN TO SPIDER-MAN SUMMER CAMP!
WHAP!
HEY! YOUR PALS FELL ASLEEP!
YEAH. NO FUN AT ALL SMILE FOR THE CAMERA, SPIDEY, YOU SUAVE DEVIL!
"BACK AT PETER PARKER'S APARTMENT...
WELL, KID, IT'S BEEN GREAT. BUT I GUESS I'D BETTER CLEAR OUT OF YOUR LIFE. GWEN-II HAD THE RIGHT IDEA.
I'LL CHANGE MY NAME AND START SOMEWHERE NEW
ONLY YOU'RE STILL ME AND YOU'RE STILL SPIDER MAN.
SO? YOU GOT A COPYRIGHT ON IT?
WELL, PETER, M'BOY, I'M THINKIN' IT'D SURE BE A PLEASURE TO BE ABLE TO SLEEP LATE AND GO TO CLASS SOMETIMES, OR FIGHT FOR JUSTICE AND KEEP A DATE ON THE SAME NIGHT
YOU MEAN..
SURE! WHY NOT A REAL DOUBLE IDENTITY? YOU BE SPIDEY ON MONDAYS AND WEDNESDAYS I'LL TAKE TUESDAYS AND THURSDAYS! WE'LL FLIP FOR THE WEEKENDS!
I DON'T KNOW WHAT TO SAY!
SAY YES!
YES!
GOOD DEAL, BRO! I GET THE BED - YOU GET THE COUCH. I GET MARY JANE AND YOU GET DOC OCK!
NOW IS THAT ANY WAY TO TREAT YOUR KID BROTHER?
END

STAN LEE PRESENTS: UNTOLD TALES OF THE MARVEL UNIVERSE!
I AM THE WATCHER, AND THOUGH I SOMETIMES RELATE EVENTS FROM REALITIES THAT DIVERGE FROM YOUR OWN, MY PRIMARY TASK IS TO MONITOR THE EARTH OF OUR OWN UNIVERSE. I HAVE OBSERVED THE WORLD FROM ITS VERY INFANCY AND I HAVE SEEN ITS WONDROUS HISTORY UNFOLD...
THE TIME IS THE EARLY 1950'S. THE PLACE IS THE HIDDEN ISLE OF ATTILAN, HOME OF THE UNCANNY INHUMANS. FOR WEEKS NOW, THE INHUMANS' SILENT MONARCH BLACK BOLT HAS BEEN GONE FROM ATTILAN ON A QUEST TO FIND A HOME WHERE HIS PEOPLE WOULD BE SAFE FROM DISCOVERY BY THE OUTSIDE WORLD.*
PETER GILLIS
WRITER
RON WILSON
JOE SINNOTT
ARTISTS
ORZ
LETTERS
WEIN
COLORS
EVERY MORNING THE ROYAL FAMILY OF THE INHUMANS HAS LOOKED TO THE MORNING SKY FOR SOME SIGN OF THEIR LIEGE. AND TODAY, THEIR PATIENCE IS REWARDED...
IT'S BLACK BOLT! HE'S RETURNED! THAT MEANS HIS MISSION MUST HAVE SUCCEEDED!
*AS SEEN LAST ISSUE.
MOVING DAY!

THE MUTE MONARCH DESCENDS LIKE A GIANT HAWK HIS MIND IS FILLED WITH THE WONDERS OF OLYMPIA AND ITS SUPERHUMAN BUILDERS. THE **ETERNALS.***

HE WONDERS HOW HIS FAMILY WOULD REACT IF THEY KNEW OF THE EXISTENCE OF A RACE OF HUMANS WHOSE ABILITIES RIVAL THEIR OWN.

*HE MET THEM LAST ISSUE!

BUT NO -- HIS SILENCE AND HIS HONOR WILL KEEP THE SECRET OF THAT IMMORTAL RACE AND THEIR INVALUABLE AID.

THEY CLUSTER AROUND HIM, EMBRACING AND THEN CONFERRING. FOR BLACK BOLT, IT IS GOOD TO BE HOME.

BUT SOON, IN ATTILAN'S CHAMBER OF TECHNOLOGY, BLACK BOLT AND HIS COUNCIL OF ENGINEERS PLAN FOR THE FINAL DAYS OF THAT HOME! ALL STAND IN AWE OF THE ENORMITY OF THE TASK--

--THE TRANSFERENCE OF AN ENTIRE CIVILIZATION!

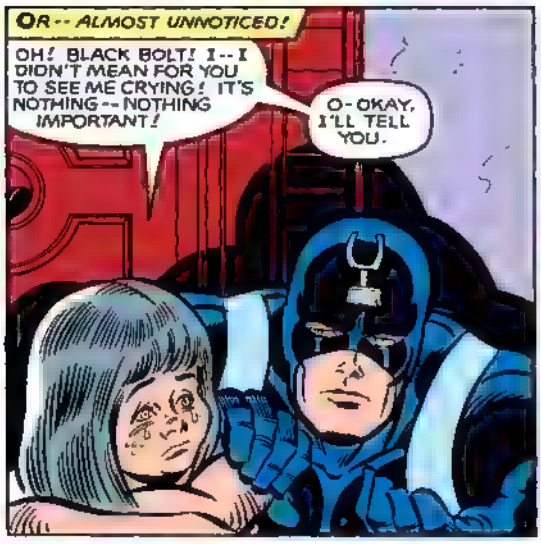
BLACK BOLT SHOWS THE COUNCIL THE SITE OF THEIR HOME-TO-BE -- THE **HIMALAYAN MOUNTAINS.** THE SCIENTISTS SMILE. THIS IS BEYOND DOUBT THE GREATEST CHALLENGE THEY HAVE EVER FACED, AND THEY RELISH IT.

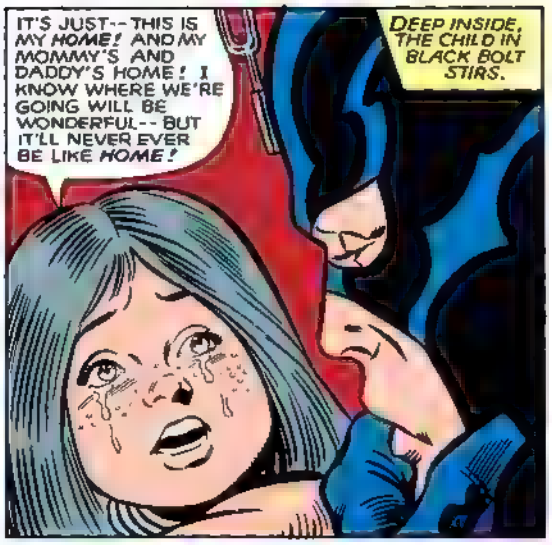
LONG INTO THE NIGHT, THE COUNCIL MAP STRATEGIES UNTIL, BY MORNING, THEY HAVE SETTLED UPON THEIR **MASTER PLAN**

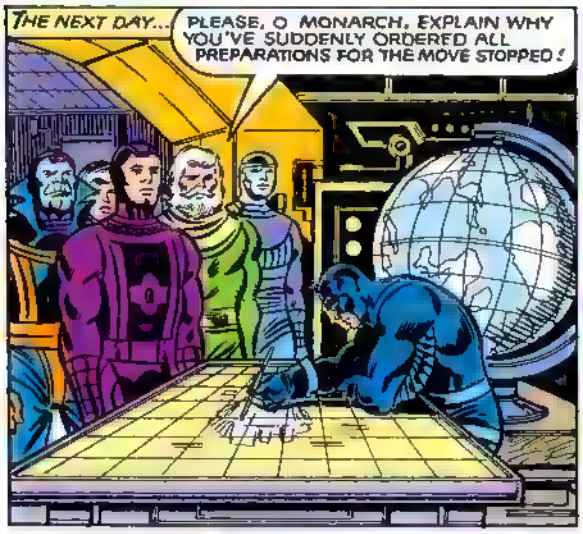
IN THE DAYS THAT FOLLOW, MASSIVE SKY-ARKS ARE CONSTRUCTED AND FILLED WITH THE TECHNOLOGY, ART, THE WISDOM AND THE MEMORIES OF THE UNCANNY **INHUMANS!**

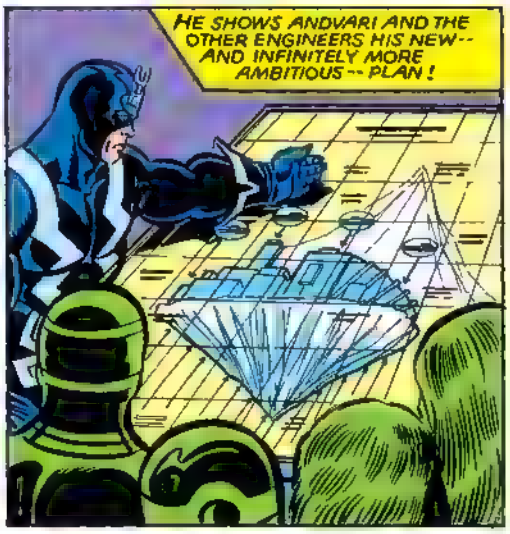
VIRTUALLY EVERY MEMBER OF THE MULTIFARIOUS RACE LENDS HIMSELF TO THE TASK.

AND UNNOTICED IN THE BUSTLE, A LITTLE GIRL SITS CRYING ON HER DOORSTEP...

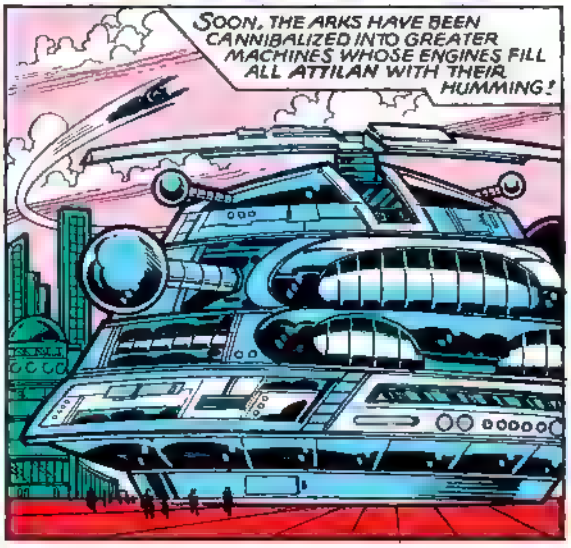

OR -- ALMOST UNNOTICED!
OH! BLACK BOLT! I -- I DIDN'T MEAN FOR YOU TO SEE ME CRYING! IT'S NOTHING -- NOTHING IMPORTANT!
O-OKAY, I'LL TELL YOU.

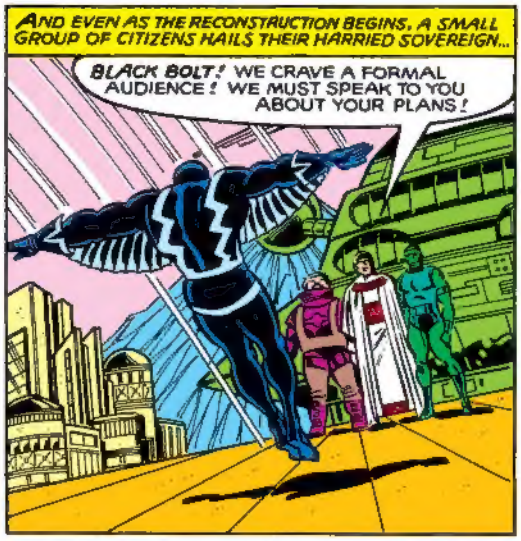

IT'S JUST -- THIS IS MY HOME! AND MY MOMMY'S AND DADDY'S HOME! I KNOW WHERE WE'RE GOING WILL BE WONDERFUL -- BUT IT'LL NEVER EVER BE LIKE HOME!
DEEP INSIDE, THE CHILD IN BLACK BOLT STIRS.


THE NEXT DAY...
PLEASE, O MONARCH, EXPLAIN WHY YOU'VE SUDDENLY ORDERED ALL PREPARATIONS FOR THE MOVE STOPPED!


HE SHOWS ANDVARI AND THE OTHER ENGINEERS HIS NEW -- AND INFINITELY MORE AMBITIOUS -- PLAN!

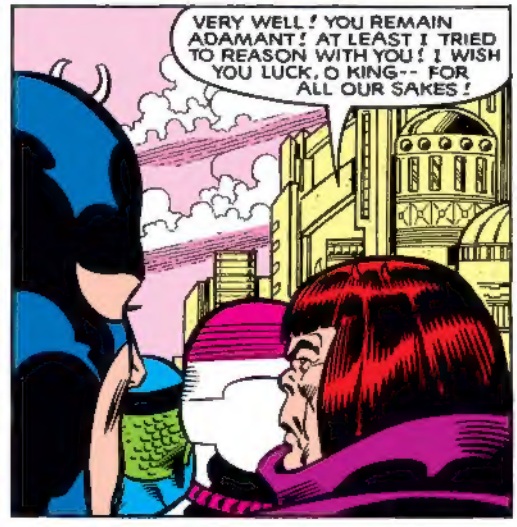
AND I THOUGHT OUR OLD MASTER PLAN WAS CHALLENGING. THIS IS EVEN MORE SO. BUT... I THINK -- I THINK WE CAN DO IT!

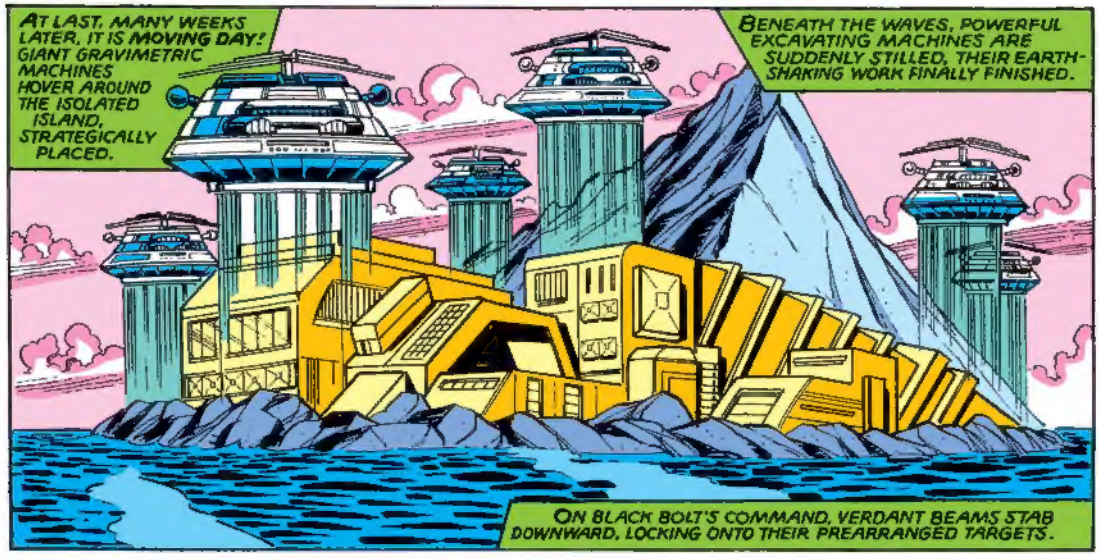

SOON, THE ARKS HAVE BEEN CANNIBALIZED INTO GREATER MACHINES WHOSE ENGINES FILL ALL ATTILAN WITH THEIR HUMMING!

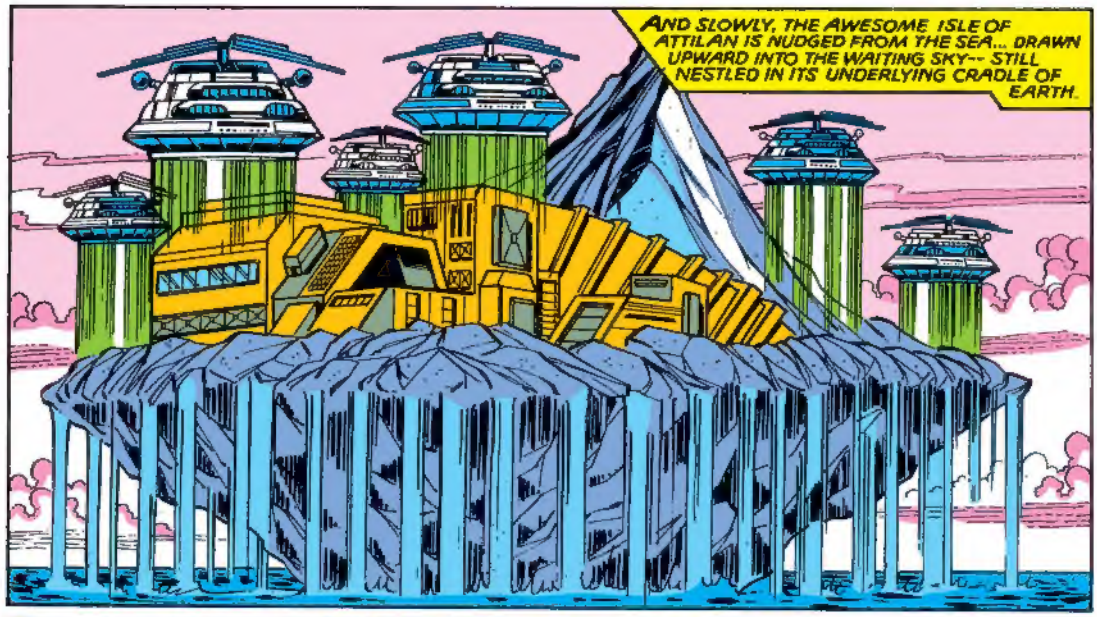

AND EVEN AS THE RECONSTRUCTION BEGINS, A SMALL GROUP OF CITIZENS HAILS THEIR HARRIED SOVEREIGN...
BLACK BOLT! WE CRAVE A FORMAL AUDIENCE! WE MUST SPEAK TO YOU ABOUT YOUR PLANS!

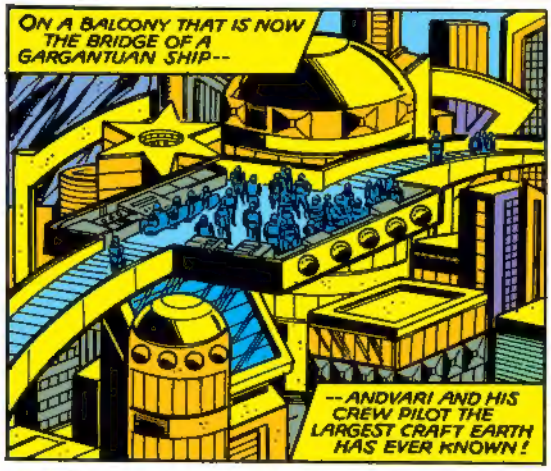
I KNOW THERE IS NO LOVE LOST BETWEEN US, BLACK BOLT -- BUT I LOVE OUR PEOPLE AS MUCH AS YOU DO! AND IN SEEKING TO MOVE THEM TO SAFETY IN THE MANNER PROPOSED, YOU EXPOSE THEM ALL TO DANGER!

TETHYS SPEAKS FOR US ALL, SIRE -- SURELY SUCH A GREAT RISK NEED NOT BE TAKEN -- SURELY SOME OTHER WAY--!


VERY WELL! YOU REMAIN ADAMANT! AT LEAST I TRIED TO REASON WITH YOU! I WISH YOU LUCK, O KING -- FOR ALL OUR SAKES!

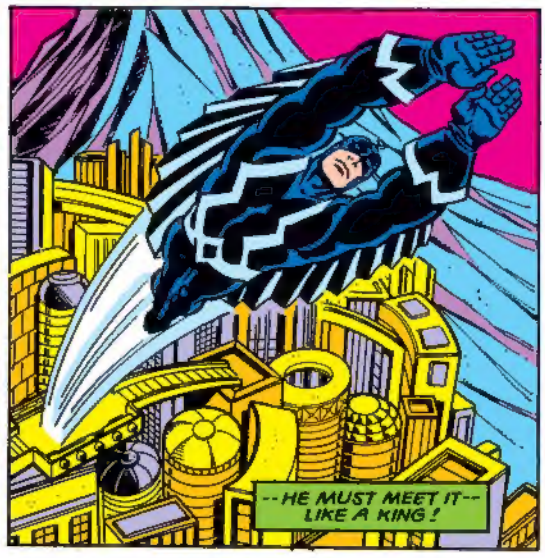

AT LAST, MANY WEEKS LATER, IT IS MOVING DAY! GIANT GRAVIMETRIC MACHINES HOVER AROUND THE ISOLATED ISLAND, STRATEGICALLY PLACED.
BENEATH THE WAVES, POWERFUL EXCAVATING MACHINES ARE SUDDENLY STILLED, THEIR EARTH-SHAKING WORK FINALLY FINISHED.
ON BLACK BOLT'S COMMAND, VERDANT BEAMS STAB DOWNWARD, LOCKING ONTO THEIR PREARRANGED TARGETS.

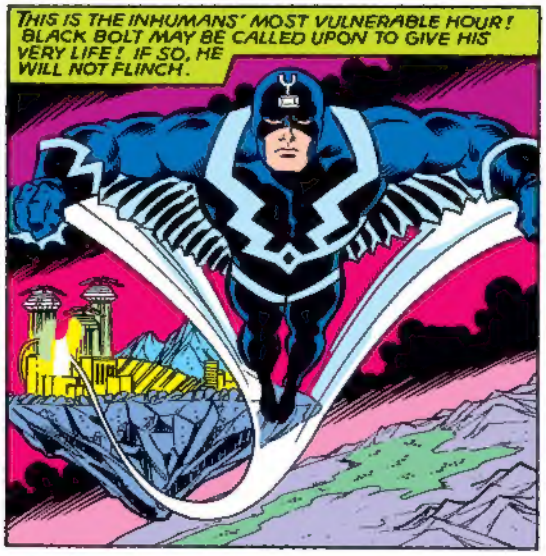

AND SLOWLY, THE AWESOME ISLE OF ATTILAN IS NUDGED FROM THE SEA... DRAWN UPWARD INTO THE WAITING SKY-- STILL NESTLED IN ITS UNDERLYING CRADLE OF EARTH.

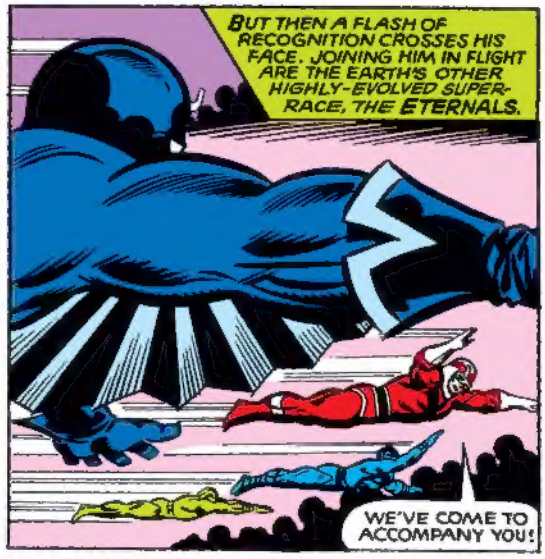

ON A BALCONY THAT IS NOW THE BRIDGE OF A GARGANTUAN SHIP--
--ANDVARI AND HIS CREW PILOT THE LARGEST CRAFT EARTH HAS EVER KNOWN!

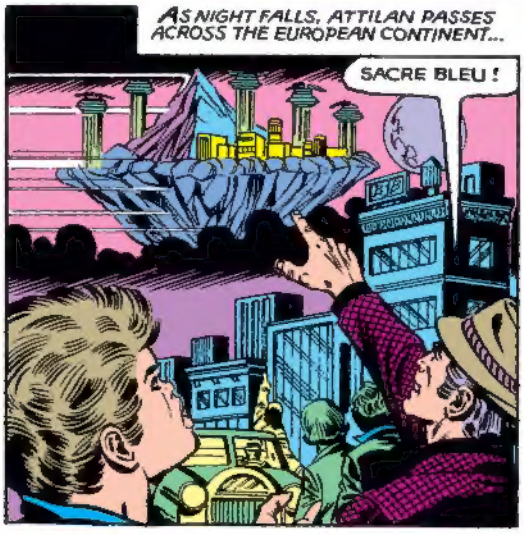
BUT THEN...
SIRE! UNIDENTIFIED FLYING OBJECTS--SMALL, BUT MANY--APPROACHING THE ISLAND! TOO SLOW FOR MISSILES, BUT--!

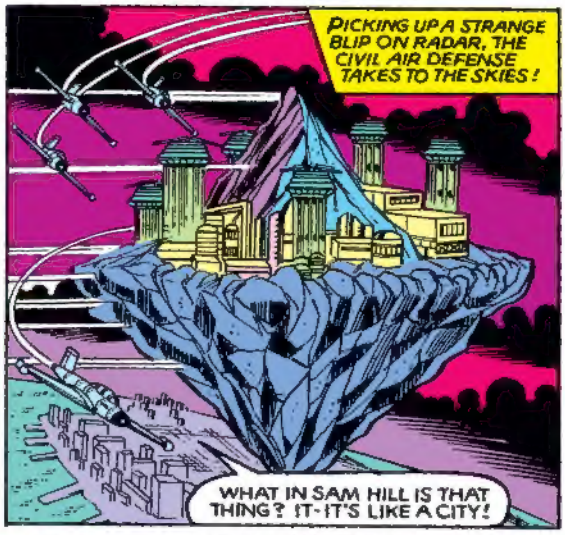
COULD HIS OWN WORST FEARS--AND TETHYS' WARNINGS--COME TRUE SO SOON?
THIS ALONE, BLACK BOLT KNOWS: WHATEVER THIS MAY BE--


--HE MUST MEET IT--LIKE A KING!


THIS IS THE INHUMANS' MOST VULNERABLE HOUR! BLACK BOLT MAY BE CALLED UPON TO GIVE HIS VERY LIFE! IF SO, HE WILL NOT FLINCH.

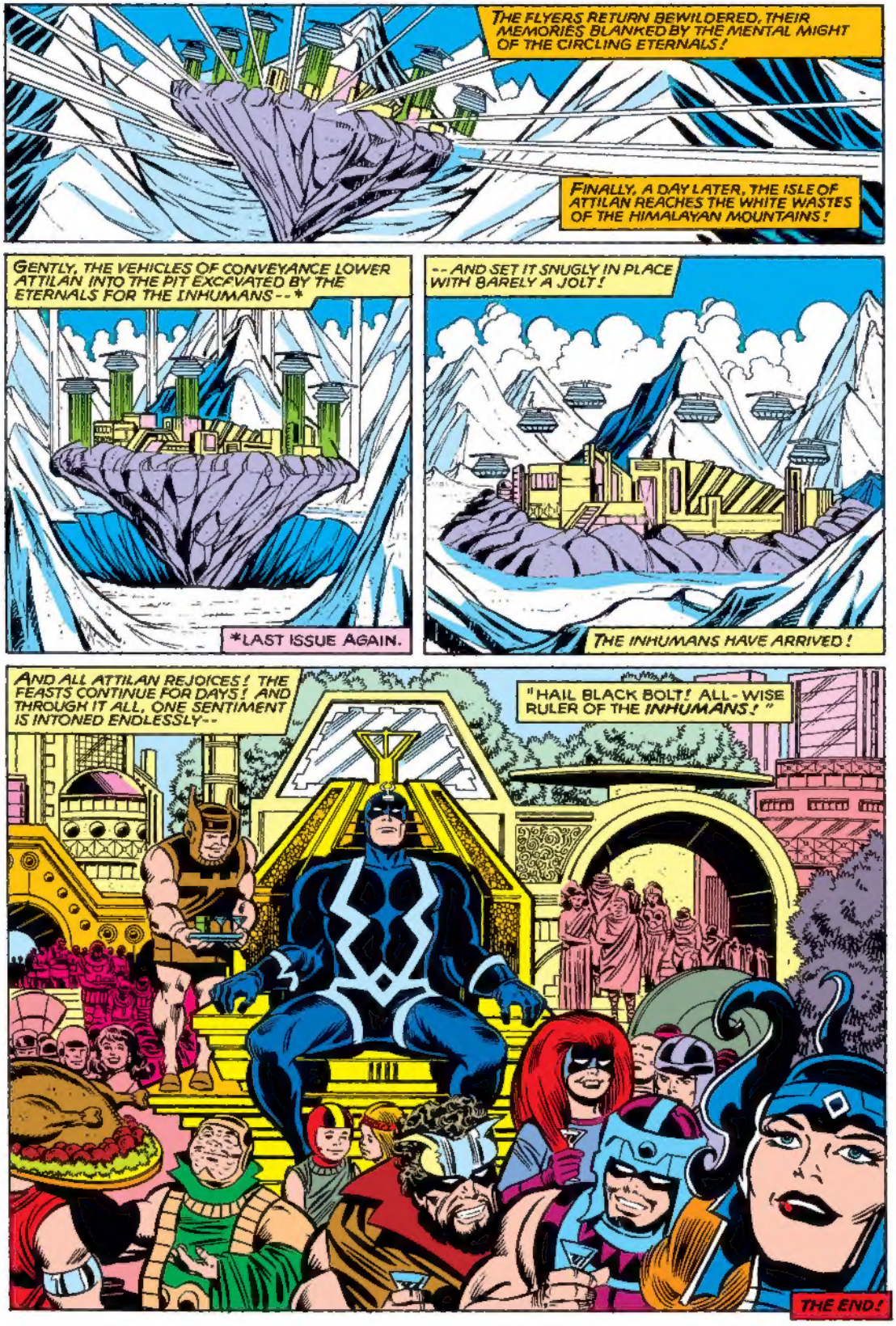

BUT THEN A FLASH OF RECOGNITION CROSSES HIS FACE. JOINING HIM IN FLIGHT ARE THE EARTH'S OTHER HIGHLY-EVOLVED SUPER-RACE, THE ETERNALS.
WE'VE COME TO ACCOMPANY YOU!


AS NIGHT FALLS, ATTILAN PASSES ACROSS THE EUROPEAN CONTINENT...
SACRE BLEU!


PICKING UP A STRANGE BLIP ON RADAR, THE CIVIL AIR DEFENSE TAKES TO THE SKIES!
WHAT IN SAM HILL IS THAT THING? IT-IT'S LIKE A CITY!

RED LEADER TO BASE-- NEAR AS I CAN FIGURE, IT'S A FLEET OF FLYING SAUCERS FOLLOWING A CITY OUT OF FLASH GORDON THROUGH THE SKY! OVER!
OH REALLY? I SUPPOSE YOU'VE ALSO GOT LITTLE GREEN GREMLINS SITTING ON YOUR WINGS! OVER!

WELL, uh -- NOW THAT YOU MENTION IT, GROUND CONTROL--!
712
THE MISCHIEVOUS ETERNAL NAMED SPRITE WAVES AT HIM.


THE FLYERS RETURN BEWILDERED, THEIR MEMORIES BLANKED BY THE MENTAL MIGHT OF THE CIRCLING ETERNALS!
FINALLY, A DAY LATER, THE ISLE OF ATTILAN REACHES THE WHITE WASTES OF THE HIMALAYAN MOUNTAINS!
GENTLY, THE VEHICLES OF CONVEYANCE LOWER ATTILAN INTO THE PIT EXCAVATED BY THE ETERNALS FOR THE INHUMANS--*
*LAST ISSUE AGAIN.
--AND SET IT SNUGLY IN PLACE WITH BARELY A JOLT!
THE INHUMANS HAVE ARRIVED!
AND ALL ATTILAN REJOICES! THE FEASTS CONTINUE FOR DAYS! AND THROUGH IT ALL, ONE SENTIMENT IS INTONED ENDLESSLY--
"HAIL BLACK BOLT! ALL-WISE RULER OF THE INHUMANS!"
THE END!